

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PARENT COMPANY PLAINTIFFS

William A. Niese; James R. Simpson; W. Thomas Johnson, Jr.;
Richard T. Schlosberg, III; Efrem Zimbalist, III; Fred A. :
Abatemarco; Gerald J. Alcantar; Richard S. Alfano;
C. Michael Armstrong; Gary M. Arnold; John M. Arthur;
William H. Barlow; David S. Barrett; Bruce E. Barwick; Todd :
A. Becker; George Bell; Susan P. Bell; Horst A. Bergmann;
Edward L. Blood; Gregory L. Bowlin; Robert F. Brandt; Alan L. :
Brauer; Leo Brennan; Kenneth H. Brief; Robert N. Brisco;
Patricia G. Campbell; Dian S. Carpenter; John S. Carroll;
Kathleen M. Casey; Rajender K. Chandhok; Randolph R. :
Charles; Janet T. Clayton; Patrick A. Clifford; Andrew W.
Clurman; C. Shelby Coffey, III; Stuart K. Coppens; George J. :
Cotliar; William D. Crawford; Barbara R. DeYoung; John F. :
Dill; Ann E. Dilworth; Kathryn M. Downing; Beverly Dreher;
Elizabeth V. Drewry; Michael S. Dubester; John M. Dyer;
Robert F. Erburu; David A. Esgro; Joanne K. Falk; Peter J. :
Fernald; James E. Fitzgerald; Michael J. Forgione; Donald H.
Forst; Douglas Fox; Vance I. Furukawa; Debra A. Gastler; Gary :
P. Goldstein; Edward J. Gottsman; Marian Lewis (for the estate
of Kenneth Graham); Robert T. Grant; Richard Guerrero; Lee J. :
Guittar; James F. Guthrie; Delynn T. Guttry; Kenneth L.
Halajian; Charlotte H. Hall; Jean Halle; Michael J. Haugh; Janis :
Heaphy; James D. Helin; Curtis A. Hessler; James H. Higby;
Lawrence M. Higby; Raymond Holton; Karen Laukka Horn; :
Leslie M. Howard; Mark E. Howe; Joseph M. Hughes; Alberto :
Ibarguen; James Imbriaco; Steven L. Isenberg; William R. :
Isinger; Raymond Jansen, Jr.; Edward E. Johnson; Robert M.
Johnson; Mary E. Junck; Scott W. Kabak; Judith S. Kallet; :
William F. Keller; Joan Kellermann (for the estate of Donald S.
Kellermann); Victoria King; Jason E. Klein; Jeffrey S. Klein; :
Susan K. Klutnick; James L. Kopper; Sally Kuekes; Mark H.
Kurtich; Kimberly McCleary LaFrance; Jeffrey W. Lankey; :
David A. Laventhal;
R. Marilyn Lee Schneider; Martin P. Levin; Jesse E. Levine; :
Nancy Lobdell; Robert G. Magnuson; Anthony J. Marro; Donald :
S Maxwell; Kathleen G. McGuinness; John C. McKeon; Jack E. :
Meadows; Stephen C. Meier; Janie Molvar; Roger H. Molvar;
Durham J. Monsma; John T. Nash; Nicholas H. Niles; James H. :
Norris; James H. Nuckols; Nancy W. O'Neill; Robert T.
O'Sullivan; Francis P. Pandolfi; Michael C. Parks; Jeffrey N. :

Case No. 11-cv-4538

NOTICE OF
REMOVAL OF
ACTION PURSUANT
TO 12 U.S.C. § 632,
28 U.S.C. §§ 1334,
1441, 1446 and 1452

Paro; John F. Patinella; Janette O. Payne; Carol Perruso; Victor A. Perry; Maureen G. Peterson; Martha A. Petty; Jack L. Plank; Elizabeth F. Redmond; S. Keating Rhoads; Michael R. Riley; Michael G. Rose; William J. Rowe; Jerome S. Rubin; Alexander Sann; Geraldine Scally; Herbert K. Schnall; Charles I. Schneider; Hilary A. Schneider; Howard S. Schneider; Brian J. Sellstrom; James D. Shaw; Dennis A. Shirley; Gary K. Shorts; Louis Sito; Richard W. Stanton; Judith L. Sweeney; Stender E. Sweeney; James S. Toedtman; Sharon S. Tunstall; Michael S. Udovic; Michael J. Valenti; Karen J. Wada; Claudia A. Wade; James W. Wallace; Michael E. Waller; Larry W. Wangberg; Howard Weinstein; William D. Wiegand; Mary A. Wild; Mark H. Willes; Phillip L. Williams; Hazel E. Wilson; Julia C. Wilson; Harold F. Woldt, Jr.; Leo Wolinsky; Donald F. Wright; John W. Young; John J. Zakarian; Norene Zapanta (trustee for Dr. Edward Zapanta Trust);

SUBSIDIARY PLAINTIFFS (without duplicates)

Sharon M. Bowen; James Willard Colston; Grace E. Crowder; John Darnall; Kenneth G. Davis; Mary M. Downes; Paul H. Egan; Arnold J. Kleiner; John R. Murphy; Barbara Sample (for the estate of Jack W. Neely); Carolyn Selzer; William F. Thomas; Caroline Thorpe; Robert E. Trainor; Herbert J. Vida

Plaintiffs,

-against-

AllianceBernstein L.P.; Alpine Associated LLC; Alpine Associates LLC; Amalgamated Bank; Assent LLC; Bank of America, N.A.; LaSalle Bank, N.A.; Barclays Capital Inc.; BlackRock Institutional Trust; BMO Nesbitt Burns Employee Co-Investment Fund I Management (U.S.) mc.; BMO Nesbitt Burns Corp.; BMO Nesbitt Burns Trading Corp. S.A.; BNP Paribas Securities Corp.; BNP Paribas Prime Brokerage, Inc.; Brown Brothers Harriman & Co.; Brown Brothers Harriman & Co., Inc.; BZV Securities Inc.; Cantor Fitzgerald & Co.; Charles Schwab & Co., Inc.; CIBC World Markets Corp.; CIBC World Markets Inc.; Citibank, N.A.; Citigroup Global Markets Inc.; Clearview Correspondent Services, LLC; Comerica Bank; Commerz Markets LLC; Credit Agricole Securities (USA) Inc.; Credit Suisse - Investment Banking and Security Investment Division; Credit Suisse (USA), Inc.; Credit Suisse Securities (USA) LLC; Crowell, Weedon & Co.; D.A. Davidson & Co.;

D.E. Shaw Investment Management, L.L.C.; Deutsche Bank - :
Private Banking and Investment Banking Investments Division;
Eaton Vance Management; Eaton Vance Management, Inc.; :
Edward D. Jones & Co., L.P.; EWT, LLC; Fiduciary Trust
Company; Fifth Third Bank; First Option Consulting, Inc.; First :
Option Debt Solutions Ltd.; First Option Funding Corp.; First
Southwest Company; GAMCO Investors, Inc.; Glenmede Trust :
Company, N.A.; Goldman Sachs Execution & Clearing, L.P.;
Goldman, Sachs & Co.; Greywolf Capital Management L.P.; :
Interactive Brokers Inc.; Jeffries & Company, Inc.; Key Bank,
N.A.; Legent Clearing LLC; LPL Financial Corporation; :
Manufacturers and Traders Trust Company; Merrill Lynch,
Pierce, Fenner & Smith Incorporated; Merrill Lynch Capital :
Corporation; Merrill Lynch & Co., Inc.; Mesirov Financial, Inc.;
Mizuho Trust & Banking Co. (USA); Morgan Stanley & Co. :
Incorporated; Morgan Stanley Smith Barney LLC; Morgan,
Keegan & Company, Inc.; National Financial Services LLC; :
Natixis Bleichroeder Inc.; Natixis Securities North America Inc.;
Neuberger Berman Inc.; Neuberger Berman LLC; Newedge :
USA, LLC; Nomura Securities International, Inc.; Oppenheimer
& Co. Inc.; OptionsXpress, Inc.; Penson Financial Services, Inc.; :
Perry Capital L.L.C.; Pershing LLC; PrimeVest Financial
Services, Inc.; RABO Capital Services Inc.; Raymond, James & :
Associates, Inc.; Raymond James Ltd. (USA), Inc.; Raymond
James Financial Services, Inc.; RBC Capital Markets, LLC; RBS :
Securities Inc.; Schultze Asset Management, LLC; Scotia Capital
(USA) Inc.; Scott Trade, Inc.; SG Americas Securities, LLC; :
State Street Bank & Trust Company; Sterne, Agee & Leach, Inc.;
Stifel, Nicolaus & Company Incorporated; Swiss American :
Advisors, LLC; Swiss American Corporation; Swiss American
Express, Ltd.; Terra Nova Financial, LLC; The Bank of New :
York Mellon Corporation; Mellon Trust of New England,
National Association; The Depository Trust & Clearing :
Corporation; TradeStation Securities, Inc.; U.S. Bank, N.A.;
UBS Financial Services, Inc.; Wachovia Bank, N.A.; Wells :
Fargo Bank, N.A.; William Blair & Company, L.L.C.; Martha P.
Pope as Executrix of Estate of Leavitt J. Pope; :
and :
:

IIA SPX1; A/C CSFB Prop Trading US; Alberta - WCB; :
Alexandra Global Master Fund Ltd; Allianz Invest KagSiemens; :
Am Master Fund 111, LP; Amida Partners Master Fund Ltd; :
Attn Intl Program Trades; B Trade Services LLC; Bessemer :
Trust Company; Blackport Capital Fund Ltd; Canadian Imperial :
:

\$55Arb; Carlyle Multi-Strategy Master Fund Ltd.; CBS Master Trust; Cedar Grove Cem Assn Perp Care; CIM XVI LLC; CMA : Omnibus; Collective Trust Of The Bank of New York; Consolidated Edison Of NY K801; Convertibles Strategic Hold; Credit Suisse First Boston; D. E. Shaw Valence Portfolio LLC; DB AG Equity Swaps Offshore - Consolidated Account I; DBSO Securities Ltd.; De Shaw Oculus Port LLC - USA; Delos Insurance Company; Deutsche Bank Secs Inc; Dr. David L. Hoexter IRA R/O; Drawbridge Global Macro Master Fund Ltd.; Dreyfus Index Funds, Inc Dreyf; Dreyfus Stock Index Fund, Inc.; E-Connectivity Avg Px; Eric D. Werthman; Fao Deephaven; Fao Havens Advisors LLC; First Investors Life Series Fund - Utilities Series; First Investors Life Series Fund-Blue Chip Series; Firststar Trust Company; Flexible US Equity Managers; Forestal Funding Master Trust; Gabelli Asset Management Company; Gabelli Asset Management Company; Gabelli Avg Price 2; Gabelli Equity Trust Inc; Gabelli Funds, Inc.; Gabelli Funds, Inc. - The Gabelli Equity Inc. Fd; Gabelli Funds, Inc. - Gabelli ABC Fund; Gabelli Funds, Inc. - Gabelli Funds Inc.; Gabelli Funds, Inc. - The Gabelli Asset Fund; Gabelli Funds, Inc. - The Gabelli Equity Inc. Fd; Gabelli Funds, Inc. -The Gabelli Global Multimed Tr; Gabelli Global Deal Fund; Gabelli Value Fund Inc; Gabelli Value Fund, Inc.; GMIMCO Trust; Goldentree Master Ftmd II, Ltd.; Goldentree Master Fund Ltd.; Goldentree Multistrategy Offshore Fund; Greenock Multi-Strategy Master Fund Ltd.; Gryphon Hidden Value VIII LP; Gryphon Hidden Values VIII Ltd; Halcyon Diversified Fund LP; Havens Partners Enhanced Fund, L.P.; Havens Partners, L.P.; Himan Brown; Hudson Bay Fund LP; Hudson Bay Master Fund Ltd; IBM Personal Pension Plan Trust; Instinet Corp NY; Investment Tech Group Inc; Iolaire Investors LLP; Irving H. Picard, Esq. Trustee; ITG Inc; Jianshi Mao; Labranche Structured Products LLC; Legg Mason Partners; Lispenard Street Credit Master Fund; Loeb Arbitrage Management LP; Mary F Brown; Mergers Invmt Trd; Met Life; Metropolitan Life; Millenco LLC; Ms Select-Value Added Market; New York City Deferred Compensation Plan; New York State Teachers Retire; Nicholas H. Werthman; NYC District Council Carpenters Pension; NYC Employees Retirement System; O'Shaughnessy; Paris Trading; Pension Commingle Fund; Polly H. Howells; Pond View Credit (Master) LP - Tradi; Prime Broker CSSI Stock Split and Reorg Processing Account; Prism Partners Offshore; Putnam Lovell NBF Securities Inc; QES QVT Fund LP; Rabo Capital Services, Inc.; Rief Rmp LLC; RiefTrading LLC; Sandelman Partners; SBI Swaps; Securities Lending Ops - P&L 74878; Spear Leeds And Kellogg; State

Street Lux; Stock Borrow - P&L 74878; Stock Borrowed-Ny; Strategic Funds, Inc.; Suttonbrook Capital Portfolio LP; TBK Partners, LLC; The Dreyfus/Laurel Funds Inc; TIAA-CREF; Time Warner Inc Master Pension; TMS/ITS SETT A/C FOR HFF I LLC; Traits Omni; TRE Pension Eft Acct PPS; Tweedy, Browne Value Fund; Value Line, Inc; Vanderbilt Partners, LLC; White Mountains Reinsurance Company; William J Brown; and John Doe 1 through John Doe 2000,

Defendants.

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NOTICE OF REMOVAL

PLEASE TAKE NOTICE that Bank of America, N.A., LaSalle Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Capital Corporation, Merrill Lynch & Co., Inc., Citibank, N.A., and Citigroup Global Markets, Inc. (the "Removing Defendants") file this Notice of Removal pursuant to 12 U.S.C. § 632, 28 U.S.C. §§ 1334, 1441, 1446, and 1452, and Local Civil Rule 81.1, and remove to this Court the above-entitled action from the Supreme Court of the State of New York, County of New York, and all claims and causes of action asserted therein. This Court has original jurisdiction over this matter pursuant to 12 U.S.C. § 632 and 28 U.S.C. § 1334.

In support of this Notice of Removal, the Removing Defendants state as follows:

1. This action was commenced on June 2, 2011, by the filing of a summons and complaint (the "complaint" or "Compl.") in the Supreme Court of the State of New York, County of New York.

2. Upon information and belief, plaintiffs have not completed service of process on all defendants. On June 3, 2011, plaintiffs informed the Removing Defendants that certain actions, including this one, had been filed.

3. In accordance with 28 U.S.C. § 1446(a), Local Civil R. 81.1, and Fed. R. Bankr. P. 9027(a)(1), true and correct copies of all process, pleadings and orders filed in the Supreme Court of the State of New York, County of New York to date are attached as Exhibit A to this Notice of Removal.

4. Since December 8, 2008, Tribune Company (“Tribune”) and certain of its subsidiaries (together, the “Debtors”) have been embroiled in a Chapter 11 bankruptcy proceeding pending in the Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). Compl. ¶ 1 & n.1; Compl. ¶ 69. In that bankruptcy proceeding, the Official Committee of Unsecured Creditors (the “UCC”), filed claims against Tribune shareholders to avoid as intentional fraudulent conveyances all proceeds that the shareholders had received in connection with Tribune’s 2007 leveraged buyout (the “LBO”). First Amended Complaint, Official Committee of Unsecured Creditors of Tribune Company v. Fitzsimons, Case No. 08-13141 (KJC), Adv. Proceeding No. 10-54010 (KJC) (Bankr. D. Del. filed Dec. 7, 2010), docket item 61 (the “UCC Complaint”).

5. Like the UCC’s action in the Bankruptcy Court, plaintiffs here seek to set aside and recover as allegedly fraudulent conveyances the same funds that were transferred to Tribune’s shareholders as part of the LBO. Plaintiffs bring their claims pursuant to the state laws of Illinois and Delaware. Compl. ¶¶ 23, 28.

Procedural Background

6. In 2007, as part of the LBO, Tribune entered into two strategic transactions commonly referred to as Step One and Step Two. In Step One, Tribune's employee stock ownership plan (the "ESOP") purchased approximately 50% of the outstanding shares of Tribune common stock at \$34 per share in a tender offer. The purchase was financed by an \$8.028 billion Credit Agreement (the "Credit Agreement," attached as Exhibit B). The complaint alleges that shareholders were paid \$4.3 billion during Step One. Compl. ¶¶ 36-37. In Step 2, Tribune survived a merger with a Delaware corporation wholly owned by the ESOP. Upon completion of the merger, the remaining holders of Tribune's issued and outstanding common stock received \$34 per share and, in exchange, the shares were cancelled. The Step Two merger was financed through additional borrowings under the Credit Agreement and a bridge loan agreement. The complaint alleges that shareholders were paid \$4.0 billion during Step Two. Compl. ¶¶ 38-40.

7. On December 8, 2008, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court. Compl. ¶ 1 & n.1; Compl. ¶ 69. Whether the Debtors made fraudulent conveyances during the LBO has been a critical issue in the bankruptcy cases since the start of those proceedings.

8. To help assess the fraudulent conveyance and other issues, the Court appointed an Examiner to evaluate whether the Debtors' estates held any potential claims and causes of action in connection with the LBO. Agreed Order Directing The Appointment Of An Examiner, In re Tribune Co., Case No. 08-13141 (KJC) (Bankr. D. Del. Apr. 20, 2010), docket item 4120. The Examiner conducted a thorough

investigation, requesting and reviewing hundreds of pages of briefing and tens of thousands of pages of documents. The Examiner also interviewed 38 witnesses. On July 26, 2010, the Examiner filed a four-volume report summarizing his conclusions. The Examiner's report largely focused on fraudulent conveyance issues, including the Debtors' intent in making the conveyances, their solvency, capital adequacy, and ability to repay debts at the time of the LBO, and transferees' defenses to any potential fraudulent conveyance claims. Examiner's Report of Kenneth N. Klee, as Examiner, In re Tribune Co., Case No. 08-13141 (KJC) (Bankr. D. Del. Aug. 3, 2010), docket items 5247-50.

9. After a lengthy court-ordered mediation, certain parties agreed to settle some of the fraudulent conveyance claims. This settlement is embodied in a plan of reorganization proposed by the Debtor, the UCC, and certain senior lenders. One other plan, proposed by holders of certain Tribune debt, also is before the Bankruptcy Court. At its core, that plan seeks to litigate these fraudulent conveyance claims.

10. Beginning on March 7, 2011, the Bankruptcy Court conducted an eleven-day confirmation hearing as to the two remaining proposed plans of reorganization. Sixteen witnesses testified, and over one thousand pages of briefs and objections were filed. A central issue at the confirmation hearing was whether the conveyances related to Step One and Step Two could be avoided as fraudulent conveyances and, if so, the value of those claims. Proponents of each plan put on expert witnesses on this issue.

11. After post-hearing briefing, the Bankruptcy Court heard closing arguments on June 27, 2011. No plan has yet been confirmed.

12. Fraudulent conveyance issues also have been central to adversary proceedings filed in the Bankruptcy Court. On December 7, 2010, the UCC filed an adversary proceeding in the Bankruptcy Court asserting thirty-six claims against various defendants. See UCC Complaint. Count thirteen seeks to avoid the conveyances made to Tribune's shareholders in connection with the LBO for the purchase, repurchase, or redemption of the outstanding shares as an intentional fraudulent conveyance. Id. at 97.

13. Because fraudulent conveyance claims have been subject to the automatic stay of 11 U.S.C. § 362, the Bankruptcy Court had to issue an order, at plaintiffs' request, to permit them to file this and other actions against Tribune's former shareholders. Order, In re Tribune Co., Case No. 08-13141 (KJC) (Bankr. D. Del. Apr. 25, 2011), docket item 8740 (the "Claims Order"). The Claims Order, attached as Exhibit B to the complaint, lifted the automatic stay to the limited extent of allowing certain creditors, including plaintiffs in this action, to file state law constructive fraudulent conveyance claims against shareholders to attempt to recover conveyances the shareholders had received in connection with the LBO, without ruling on the standing of such creditors to bring these claims. Id. Plaintiffs were permitted only to amend their complaint, complete service, and conduct limited discovery as necessary to prevent statutes of limitations or other time-related defenses from barring the claims. Claims Order ¶ 6. The action was to be automatically stayed in accordance with 11 U.S.C. § 362 and the Claims Order, and plaintiffs were required to move to stay any actions not automatically stayed.

14. Upon information and belief, in accordance with the Claims Order, these plaintiffs and others have filed at least 48 actions with similar allegations in state and

federal courts across the country (the “State Law Constructive Fraudulent Conveyance Actions”).

15. On June 13, 2011, plaintiffs moved the Bankruptcy Court to lift the stay to permit them to take steps to consolidate the federal actions pursuant to the federal rules for multi-district litigation (“MDL”). 28 U.S.C. § 1407. In response, on June 21, 2011, the Removing Defendants cross-moved the Bankruptcy Court to lift the stay to permit defendants in state court actions to remove those actions to federal court. On June 29, 2011, the Bankruptcy Court entered an order granting the relief sought by both the plaintiffs and the Removing Defendants. The Removing Defendants now file this Notice of Removal, so as to facilitate consolidation of this action with other State Law Constructive Fraudulent Conveyance Actions before an MDL court.

Grounds for Removal

16. Removal is appropriate here on two independent bases. First, removal is appropriate under 28 U.S.C. § 1452(a) because this Court has original bankruptcy jurisdiction under 28 U.S.C. § 1334(b). Second, removal is appropriate under the Edge Act, 12 U.S.C. § 632, because several of the defendants are United States corporations and this action arises out of transactions involving international banking and international or foreign financial operations.

A. Bankruptcy Jurisdiction

17. Under 28 U.S.C. § 1452(a) “[a] party may remove any claim or cause of action in a civil action . . . to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title.” Under 28 U.S.C. § 1334(b), this Court has original jurisdiction

“of all civil proceedings arising under title 11, or arising in or related to cases under title 11.”

18. This case “arises in” the Tribune Chapter 11 Case and “aris[es] under” the Bankruptcy Code. Plaintiff’s avoidance claims “arise in” the Tribune Chapter 11 Case because, as “proceedings to determine, avoid, or recover fraudulent conveyances,” they are “core proceedings.” 28 U.S.C. § 157(b)(2)(H). They also “arise in” the Tribune Chapter 11 Case because the conveyances sought to be avoided are also the subject of an adversary proceeding for fraudulent conveyance in the Chapter 11 case.

19. The claims “arise under” the Bankruptcy Code because 11 U.S.C. § 544(b) provides the exclusive cause of action for asserting state-law avoidance claims in connection with bankruptcy cases—subject to the specific limitations imposed by Congress, including the bar on avoiding settlement payments under 11 U.S.C. § 546(e). See Beneficial Nat’l Bank v. Anderson, 539 U.S. 1, 8 (2003) (“When the federal statute completely preempts the state-law cause of action, a claim which comes within the scope of that cause of action, even if pleaded in terms of state law, is in reality based on federal law.”).

20. This case also is “related to” the Tribune Chapter 11 Case because the causes of action are stayed by the Bankruptcy Court’s Claims Order. Claims Order ¶¶ 3, 6. The case also is “related to” the Tribune Chapter 11 Case because it has a close nexus to the bankruptcy proceedings and the proposed Tribune Plans of reorganization. The central factual issues in this action are identical to those at issue in the Bankruptcy Court’s consideration of the proposed plans of reorganization.

B. Edge Act Jurisdiction

21. The Edge Act provides that the district courts of the United States have original jurisdiction over “all suits of a civil nature at common law or in equity to which any corporation organized under the laws of the United States shall be a party, arising out of transactions involving international or foreign banking . . . or out of other international or foreign financial operations” 12 U.S.C. § 632.

22. It further provides that “any defendant in any such suit may, at any time before the trial thereof, remove such suits from a State court into the district court of the United States for the proper district by following the procedure for the removal of causes otherwise provided by law.” 12 U.S.C. § 632.

23. Plaintiffs filed the Complaint against many national banking associations incorporated under the laws of the United States (the “National Bank Defendants”). These include, but are not limited to, defendants Bank of America, N.A., Citibank, N.A., JPMorgan Chase Bank, N.A.

24. Additionally, this action is a suit “of a civil nature at common law or in equity” that arises out of transactions involving “international or foreign banking” or “other international or foreign financial operations.” Bank of Am. Corp. v. Lemgruber, 385 F. Supp. 2d 200, 214 (S.D.N.Y. 2005) (“A suit satisfies the jurisdictional prerequisites of Section 632 if any part of it arises out of transactions involving international or foreign banking.”) (quoting In re Lloyd’s Am. Trust Fund Litig., 928 F. Supp. 333, 338 (S.D.N.Y. 1996)). Plaintiffs’ claims against the defendants arise out of the Tribune LBO, which undoubtedly involved international banking transactions. The approximately \$8.3 billion in payments allegedly made to the Tribune shareholders

(including payments to the National Bank Defendants) were funded with secured loans provided by a group of United States and foreign banks. See Credit Agreement (listing foreign companies Barclays Bank PLC and Sumitomo Mitsui Banking Corp. as Credit Agreement Lenders). Proceeds were distributed globally, including to foreign bank accounts via wire transfers from United States banks. Moreover, plaintiffs seek to recover proceeds from the two transactions from foreign shareholders, including, but not limited to, Alberta – WCB, Allianz Invest KAG – Siemens, and State Street Lux.

Timeliness

25. The complaint was filed on June 2, 2011. The Removing Defendants have timely filed this notice of removal “within thirty days after receipt by the defendant, through service or otherwise, of a copy of the initial pleading” in accordance with 28 U.S.C. § 1446(b) and Fed. R. Bankr. P. 9027(a)(3). Further, this notice is timely because, pursuant to 12 U.S.C. § 632, removal under the Edge Act may be made at any time before trial.

26. Pursuant to 28 U.S.C. § 1446(d) and Fed. R. Bankr. P. 9027(b)-(c), Removing Defendants will file a copy of this Notice of Removal with the Clerk of Court for the Supreme Court of the State of New York, County of New York. The Removing Defendants also will promptly serve a copy of this Notice on counsel for plaintiffs and (to the extent they have entered an appearance or are otherwise known) counsel for other parties to the removed case.

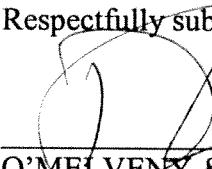
Intradistrict Assignment

27. Pursuant to 28 U.S.C. § 1446(a), venue in this action is proper in this Court as the division within which the state court action was brought.

WHEREFORE, the Removing Defendants hereby remove this action for the Supreme Court of the State of New York, County of New York, to the United States District Court for the Southern District of New York.

Dated: July 1, 2011
New York, New York

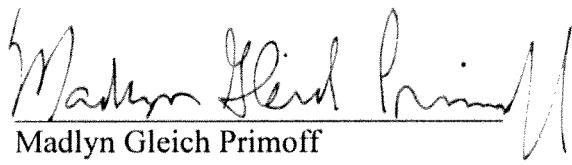
Respectfully submitted,


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Merrill Lynch Capital Corporation, and
Merrill Lynch & Co., Inc.*

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP



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Attorneys for Citibank, N.A., and Citigroup Global Markets Inc.

[EXHIBIT A – COPY OF ALL PROCESS AND PROCEEDINGS]

FILED: NEW YORK COUNTY CLERK 06/02/2011
NYSCEF DOC. NO. 1

INDEX NO. 651516/2011
RECEIVED NYSCEF: 06/02/2011

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK - COMMERCIAL DIVISION**

PARENT COMPANY PLAINTIFFS

William A. Niese; James R. Simpson; W. Thomas Johnson, Jr.; Richard T. Schlosberg, III; Efrem Zimbalist, III; Fred A. Abatemarco; Gerald J. Alcantar; Richard S. Alfano; C. Michael Armstrong; Gary M. Arnold; John M. Arthur; William H. Barlow; David S. Barrett; Bruce E. Barwick; Todd A. Becker; George Bell; Susan P. Bell; Horst A. Bergmann; Edward L. Blood; Gregory L. Bowlin; Robert F. Brandt; Alan L. Brauer; Leo Brennan; Kenneth H. Brief; Robert N. Brisco; John E. Bryson; Patricia G. Campbell; Dian S. Carpenter; John S. Carroll; Kathleen M. Cascy; Rajender K. Chandhok; Randolph R. Charles; Janet T. Clayton; Patrick A. Clifford; Andrew W. Clurman; C. Shelby Coffey, III; Stuart K. Coppens; George J. Cotliar; William D. Crawford; Barbara R. DeYoung; John F. Dill; Ann E. Dilworth; Kathryn M. Downing; Beverly Dreher; Elizabeth V. Drewry; Michael S. Dubester; John M. Dyer; Robert F. Erburu; David A. Esgro; Joanne K. Falk; Peter J. Fernald; James E. Fitzgerald; Michael J. Forgione; Donald H. Forst; Douglas Fox; Vance I. Furukawa; Debra A. Gastler; Gary P. Goldstein; Edward J. Gottsman; Marian Lewis (for the estate of Kenneth Graham); Robert T. Grant; Richard Guerrero; Lee J. Guittar; James F. Guthrie; Delynn T. Guttry; Kenneth L. Halajian; Charlotte H. Hall; Jean Halle; Michael J. Haugh; Janis Heaphy; James D. Helin; Curtis A. Hessler; James H. Higby; Lawrence M. Higby; Raymond Holton; Karen Laukka Horn; Leslie M. Howard; Mark E. Howe; Joseph M. Hughes; Alberto Ibarguen; James Imbriaco; Steven L. Isenberg; William R. Isinger; Raymond Jansen, Jr.; Edward E. Johnson; Robert M. Johnson; Mary E. Junck; Scott W. Kabak; Judith S. Kallet; William F. Keller; Joan Kellermann (for the estate of Donald S. Kellermann); Victoria King; Jason E. Klein; Jeffrey S. Klein; Susan K. Klutnick; James L. Kopper; Sally Kuekes; Mark H. Kurtich; Kimberly McCleary LaFrance; Jeffrey W. Lankey; David A. Laventhal; R. Marilyn Lee Schneider; Martin P. Levin; Jesse E. Levine; Nancy Lobdell; Robert G. Magnuson; Anthony J. Marro; Donald S Maxwell; Kathleen G. McGuinness; John C. McKeon; Jack E. Meadows; Stephen C. Meier; Janie Molvar; Roger H. Molvar; Durham J. Monsma; John T. Nash; Nicholas H. Niles; James H. Norris; James H. Nuckols; Nancy W. O'Neill; Robert T. O'Sullivan; Francis P. Pandolfi; Michael C. Parks; Jeffrey N. Paro; John

Index No. _____

SUMMONS

F. Patinella; Janette O. Payne; Carol Perruso; Victor A. Perry; Maureen G. Peterson; Martha A. Petty; Jack L. Plank; Elizabeth F. Redmond; S. Keating Rhoads; Michael R. Riley; Michael G. Rose; William J. Rowe; Jerome S. Rubin; Alexander Sann; Geraldine Scally; Herbert K. Schnall; Charles I. Schneider; Hilary A. Schneider; Howard S. Schneider; Brian J. Sellstrom; James D. Shaw; Dennis A. Shirley; Gary K. Shorts; Louis Sito; Richard W. Stanton; Judith L. Sweeney; Stender E. Sweeney; James S. Toedtman; Sharon S. Tunstall; Michael S. Udovic; Michael J. Valenti; Karen J. Wada; Claudia A. Wade; James W. Wallace; Michael E. Waller; Larry W. Wangberg; Howard Weinstein; William D. Wiegand; Mary A. Wild; Mark H. Willes; Phillip L. Williams; Hazel E. Wilson; Julia C. Wilson; Harold F. Woldt, Jr.; Leo Wolinsky; Donald F. Wright; John W. Young; John J. Zakarian; Norene Zapanta (trustee for Dr. Edward Zapanta Trust);

SUBSIDIARY PLAINTIFFS (without duplicates)

Sharon M. Bowen; James Willard Colston; Grace E. Crowder; John Darnall; Kenneth G. Davis; Mary M. Downes; Paul H. Egan; Arnold J. Kleiner; John R. Murphy; Barbara Sample (for the estate of Jack W. Neely); Carolyn Selzer; William F. Thomas; Caroline Thorpe; Robert E. Trainor; Herbert J. Vida.

Plaintiffs,

-against-

AllianceBernstein L.P.; Alpine Associated LLC; Alpine Associates LLC; Amalgamated Bank; Assent LLC; Bank of America, N.A.; LaSalle Bank, N.A.; Barclays Capital Inc.; BlackRock Institutional Trust; BMO Nesbitt Burns Employee Co-Investment Fund I Management (U.S.) Inc.; BMO Nesbitt Burns Corp.; BMO Nesbitt Burns Trading Corp. S.A.; BNP Paribas Securities Corp.; BNP Paribas Prime Brokerage, Inc.; Brown Brothers Harriman & Co.; Brown Brothers Harriman & Co., Inc.; BZV Securities Inc.; Cantor Fitzgerald & Co.; Charles Schwab & Co., Inc.; CIBC World Markets Corp.; CIBC World Markets Inc.; Citibank, N.A.; Citigroup Global Markets Inc.; Clearview Correspondent Services, LLC; Comerica Bank; Commerz Markets LLC; Credit Agricole Securities (USA) Inc.; Credit Suisse -- Investment Banking and Security Investment Division; Credit Suisse (USA), Inc.; Credit Suisse Securities (USA) LLC; Crowell, Weedon & Co.; D.A.

Davidson & Co.; D.E. Shaw Investment Management, L.L.C.;
Deutsche Bank – Private Banking and Investment Banking
Investments Division; Eaton Vance Management;
Eaton Vance Management, Inc.; Edward D. Jones & Co.,
L.P.; EWT, LLC; Fiduciary Trust Company; Fifth Third
Bank; First Option Consulting, Inc.; First Option Debt
Solutions Ltd.; First Option Funding Corp.; First
Southwest Company; GAMCO Investors, Inc.;
Glenmede Trust Company, N.A.; Goldman Sachs
Execution & Clearing, L.P.; Goldman, Sachs & Co.;
Greywolf Capital Management L.P.; Interactive Brokers Inc.;
Jeffries & Company, Inc.; Key Bank, N.A.; Legent Clearing
LLC; Lehman Brothers, Inc.; LPL Financial Corporation;
Manufacturers and Traders Trust Company; Merrill Lynch, Pierce,
Fenner & Smith Incorporated; Merrill Lynch Capital Corporation;
Merrill Lynch & Co., Inc.; Mesirow Financial, Inc.; Mizuho
Trust & Banking Co. (USA); Morgan Stanley & Co.
Incorporated; Morgan Stanley Smith Barney LLC;
Morgan, Keegan & Company, Inc.; National Financial
Services LLC; Natixis Bleichroeder Inc.; Natixis Securities North
America Inc.; Neuberger Berman Inc.; Neuberger Berman LLC;
Newedge USA, LLC; Nomura Securities International, Inc.;
Oppenheimer & Co. Inc.; OptionsXpress, Inc.; Penson Financial
Services, Inc.; Perry Capital L.L.C.; Pershing LLC; PrimeVest
Financial Services, Inc.; RABO Capital Services Inc.; Raymond,
James & Associates, Inc.; Raymond James Ltd. (USA), Inc.;
Raymond James Financial Services, Inc.; RBC Capital Markets,
LLC; RBS Securities Inc.; Schultze Asset Management, LLC;
Scotia Capital (USA) Inc.; Scott Trade, Inc.; SG Americas
Securities, LLC; State Street Bank & Trust Company;
Sterne, Agee & Leach, Inc.; Stifel, Nicolaus & Company
Incorporated; Swiss American Advisors, LLC; Swiss American
Corporation; Swiss American Express, Ltd.; Terra Nova
Financial, LLC; The Bank of New York Mellon Corporation;
Mellon Trust of New England, National Association;
The Depository Trust & Clearing Corporation; TradeStation
Securities, Inc.; U.S. Bank, N.A.; UBS Financial Services, Inc.;
Wachovia Bank, N.A.; Wells Fargo Bank, N.A.;
William Blair & Company, L.L.C.; Martha P. Pope as
Executrix of Estate of Leavitt J. Pope; Valuation Research
Corporation and John Doe 1 through John Doe 2000,

Defendants.

To the above named Defendant(s):

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the Plaintiffs' attorney within 20 days after the service of this summons, exclusive of the day of service (or within 30 days after the service is complete if this summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the complaint.

Venue of this action is in New York County on the basis of multiple plaintiffs and defendants residing within the County, including, but, not limited to, the following plaintiff addresses: (a) Steven L. Isenberg - 151 Central Park West, Apt 3N, New York, New York, 10023; (b) Patrick Clifford - 1185 Park Avenue, Apt 3E, New York, New York, 10028 and (c) Alexander Sann - 165 E. 72nd Street, Apt 8K, New York, New York 10021.

Dated: White Plains, New York
June 2, 2011

Teitelbaum & Baskin, LLP
Attorneys for Plaintiff
By: /s/ Jay Teitelbaum
3 Barker Avenue Third Floor
White Plains, New York 10601
Tel.: (914) 437-7670
Email: jteitelbaum@tblawllp.com

See attached Schedule A for addresses

SCHEDULE A

Entity Stock, Individual Stock and Advisor or Transferees	Agent for Service/Defendant's Office	Street/Floor	City	State	Zip
AllianceBernstein L.P.	CT Corporation System	111 Eighth Avenue, 13th Floor	New York	New York	10011
Alpine Associated LLC	Mark Nathanson	820 Hempstead Turnpike	Franklin Square	New York	11010
Alpine Associates Access	CT Corporation System	111 Eighth Avenue	New York	New York	10011
Amalgamated Bank		One Commerce Plaza			
Amalgamated Bank		99 Washington Avenue	Albany	New York	12231
Assent LLC	CT Corporation System	6th Floor	New York	New York	10011
Bank of America, N.A.	New York Department of State	111 Eighth Avenue	Albany	New York	12231
Bank of America, N.A.	New York Secretary of State	One Commerce Plaza	New York	New York	10011
Bank of America, N.A.	Department of State	99 Washington Avenue	Albany	New York	12231
Barclays Capital, Inc.	New York Department of State	6th Floor	New York	New York	10011
Barclays Capital, Inc.	CT Corporation System	111 Eighth Avenue	Albany	New York	12231
Barclays Capital, Inc.	New York Secretary of State	One Commerce Plaza	New York	New York	10011
Barclays Capital, Inc.	Department of State	99 Washington Avenue	Albany	New York	12231
BlackRock Institutional Trust	New York Secretary of State	6th Floor	New York	New York	10011
BMO Nesbitt Burns Employee	Michael G. Zeiss	430 Park Avenue, 15th Floor	New York	New York	10022
Co-Investment Fund I Management (U.S.) Inc.	Michael G. Zeiss	430 Park Avenue, 15th Floor	New York	New York	10022
BMO Nesbitt Burns Corp.		One Commerce Plaza			
BMO Nesbitt Burns Corp.	New York Secretary of State	99 Washington Avenue	Albany	New York	12231
BMO Nesbitt Burns Corp.	Department of State	6th Floor	New York	New York	10011
BNP Paribas Securities Corp.	CT Corporation System	787 Seventh Ave.	New York	New York	10019
BNP Paribas Prime Brokerage, Inc.		111 Eighth Avenue	New York	New York	10011
Brown Brothers Harriman & Co.		140 Broadway	New York	New York	10005
Brown Brothers Harriman & Co., Inc.	CT Corporation System	140 Broadway	New York	New York	10005
BZV Securities, Inc.		111 Eighth Avenue	New York	New York	10019
Caron Fitzgerald & Co.	CT Corporation System	499 Park Avenue	New York	New York	10022
Charles Schwab & Co., Inc.	CT Corporation System	111 Eighth Avenue	New York	New York	10011
CIBC World Markets Corp.	Corporation Service Company	80 State Street	Albany	New York	12207
CIBC World Markets, Inc.	Corporation Service Company	80 State Street	Albany	New York	12207
Citibank, N.A.	New York Secretary of State	One Commerce Plaza			
Citigroup Global Markets, Inc.	Department of State	99 Washington Avenue	Albany	New York	12231
Clearview Correspondent Services, LLC	Tax & Reporting Dept.	6th Floor	Tampa	Florida	33631
Comerica Bank	CT Corporation System	P.O. Box 30508	New York	New York	10011
Comerica Markets LLC	Corporate Creations Network, Inc.	111 Eighth Avenue	Nyack	New York	10580
Credit Agricole Securities (USA) Inc.	CT Corporation System	15 North Mill Street	New York	New York	10011
Credit Agricole Securities (USA) Inc.	Legal Department	111 Eighth Avenue	New York	New York	10019
Credit Suisse-Investment	New York Secretary of State	1301 Avenue of the Americas	One Commerce Plaza		
Banking and Security Investment Division	Department of State	99 Washington Avenue	Albany	New York	12231
Credit Suisse (USA) Inc.	Corporation Service Company	80 State Street	Albany	New York	12207
Credit Suisse Securities (USA) LLC	Corporation Service Company	80 State Street	Albany	New York	12207

Crowell, Weeden & Co.	National Registered Agents, Inc.	875 Avenue of the Americas, Suite 501	New York	New York	10601
D.A. Davidson & Co.	CT Corporation System	111 Eighth Avenue, 13th Floor	New York	New York	10011
D.E. Shaw Investment Management, L.L.C.	General Counsel	120 West 45th Street, 39th Floor	New York	New York	10036
Deutsche Bank - Private Banking and Investment Banking Investments Division	New York Secretary of State	One Commerce Plaza			
	Department of State	98 Washington Avenue			
Eaton Vance Management	New York Secretary of State	One Commerce Plaza	Albany	New York	12231
	Department of State	99 Washington Avenue			
Eaton Vance Management, Inc.	New York Secretary of State	6th Floor			
Edward D. Jones & Co., L.P.	Department of State	One Commerce Plaza	Albany	New York	12231
EWT, LLC	c/o CT Corporation System	99 Washington Avenue	Albany	New York	10011
	c/o Corporation Services Company	6th Floor			
Fiduciary Trust Company	New York Secretary of State	One Commerce Plaza	Albany	New York	12207
Fifth Third Bank	Department of State	99 Washington Avenue	Albany	New York	12231
First Option Consulting, Inc.	c/o Corporation Services Company	6th Floor	Albany	New York	12207
First Option Debt Solutions Ltd.	80 State Street	2820 Broadway, Floor 1	Albany	New York	11235
First Option Funding Corp.	76 East Main Street	76 East Main Street	Huntington	New York	11743
First Southwest Company	112-18 Jamaica Avenue, Richmond Hill	New York	New York	11418	
GAMCO Investors, Inc.	c/o Capital Services, Inc.	1218 Central Avenue, Suite 100	Albany	New York	12205
Glennmede Trust Company, N.A.	Legal Department	1 Corporate Center	Rye	New York	10530
Goldman Sachs Execution & Clearing, L.P.	590 Madison Avenue, 31st Floor	New York	New York	10022	
Goldman, Sachs & Co.	Goldman Sachs Execution & Clearing, L.P.	One New York Plaza	New York	New York	10004
Greylock Capital Management L.P.	200 West Street	4 Manhattanville Road, Suite 201	New York	New York	10232
Interactive Brokers Inc.	82-01 Bittton Avenue, Unit 4M	Purchase	Elmhurst	New York	10577
Jeffries & Company, Inc.	c/o CT Corporation System	111 Eighth Avenue	New York	New York	11313
	New York Secretary of State	One Commerce Plaza			
Key Bank, N.A.	Department of State	99 Washington Avenue	Albany	New York	12231
Legent Clearing LLC	c/o CT Corporation System	6th Floor			
Lehman Brothers, Inc.	c/o The Prentice - Hall Corporation System, Inc.	111 Eighth Avenue	New York	New York	10011
LPL Financial Corporation	80 State Street	80 State Street	Albany	New York	12207
Manufacturers and Traders Trust Company	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10011
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Attention: Legal Department	One M&T Plaza	Buffalo	New York	14203
Merrill Lynch Capital Corporation	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10011
Merrill Lynch & Co., Inc.	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10011
Mesirov Financial, Inc.	c/o Corporation Creations Network, Inc.	15 North Mill Street	Nyack	New York	10980
	New York Secretary of State	One Commerce Plaza			
Mizuho Trust & Banking Co. (USA)	Department of State	99 Washington Avenue	Albany	New York	12231
Morgan Stanley & Co. Incorporated	c/o CT Corporation System	6th Floor			
Morgan Stanley Smith Barney LLC	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10011
Morgan, Keegan & Company, Inc.	Corporation Service Company	111 Eighth Avenue	New York	New York	10011
National Financial Services LLC	c/o CT Corporation System	80 State Street	Albany	New York	12207
Natixis Bleichroeder Inc.	c/o CT Corporation System	111 Eighth Avenue, 13th Floor	New York	New York	10011
Natixis Securities North America Inc.	CIDC Capital Inc.	1345 Avenue of the Americas	New York	New York	10105
		9 West 57th Street	New York	New York	10019

Nedinger Berman Inc.	Corporate Secretary	1605 Third Avenue	New York	New York	10158
Neudinger Berman LLC	Corporate Secretary	6015 Third Avenue	New York	New York	10158
Newedge USA, LLC	c/o CT Corporation System	630 Fifth Avenue, Suite 500	New York	New York	10111
Notula Securities International, Inc.	Attention: Corporate Secretary	111 Eighth Avenue, 13th Floor	New York	New York	10011
Oppenheimer & Co. Inc.	c/o CT Corporation System	125 Broad Street	New York	New York	10004
OptionsXpress, Inc.	Attention: Rong Nie	228 Park Avenue, Suite 85556	New York	New York	10003
Penson Financial Services, Inc.	New York Secretary of State	One Commerce Plaza			
Department of State	99 Washington Avenue				
Perry Capital L.L.C.	6th Floor				
Pershing, LLC	Corporation Service Company	Albany	New York	New York	12231
PrimeWest Financial Services, Inc.	c/o Corporation Service Company	80 State Street	Albany	New York	12207
RABO Capital Services Inc.	c/o CT Corporation System	111 Eighth Avenue	New York	New York	12207
Raymond James & Associates, Inc.	c/o RABO Bank Nederland	245 Park Avenue	New York	New York	10011
Raymond James Ltd. (USA), Inc.	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10167
Raymond James Financial Services, Inc.	c/o William M. Pintzler	420 Lexington Avenue, Suite 2310	New York	New York	10011
RBC Capital Markets, LLC	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10170
RBS Securities Inc.	Corporation Service Company	80 State Street	Albany	New York	12207
Schultheis Asset Management, LLC	c/o CT Corporation System	80 State Street	Albany	New York	12207
Scotia Capital (USA) Inc.	c/o Richard Avata	50 Main Street, Suite 1000	White Plains	New York	10606
Scott Trade, Inc.	c/o CT Corporation System	One Liberty Plaza, 165 Broadway, 26th Floor	New York	New York	10008
SG Americas Securities, LLC	c/o CT Corporation System	111 Eighth Avenue	New York	New York	10011
State Street Bank & Trust Company	New York Secretary of State	One Commerce Plaza			
State, Agree & Leach, Inc.	Department of State	99 Washington Avenue	Albany	New York	12231
Stifel, Nicolaus & Company Incorporated	c/o National Registered Agents, Inc.	6th Floor			
Swiss American Advisors, LLC	c/o CT Corporation System	875 Avenue of the Americas	New York	New York	10001
Swiss American Corporation	Attention: Mireille Burnand	111 Eighth Avenue	New York	New York	10011
Swiss American Express, Ltd.	c/o Credit Suisse	10683 Squiretown Road	Hampton Bays	New York	11946
Terra Nova Financial, LLC	c/o CT Corporation System	11 Madison Avenue	New York	New York	10010
The Bank of New York Mellon Corporation	Attention: General Counsel	8 Harmony Road	Huntington	New York	11743
Mellon Trust of New England, National Association	New York Secretary of State	111 Eighth Avenue, 13th Floor	Huntington	New York	10011
The Depository Trust & Clearing Corporation	Department of State	One Wall Street	New York	New York	10296
TradeStation Securities, Inc.	Attention: Larry Thompson	One Commerce Plaza			
U.S. Bank, N.A.	General Counsel	99 Washington Avenue	Albany	New York	12231
UBS Financial Services, Inc.	New York Secretary of State	6th Floor	Platinum	Florida	10041
Wachovia Bank, N.A.	Department of State	80 State Street, 22nd Floor			33324
Wells Fargo Bank, N.A.	c/o Corporation Service Company	8035 15th Street, Suite 2000			
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope	New York Secretary of State	One Commerce Plaza	Albany	New York	12231
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope	Department of State	99 Washington Avenue	Albany	New York	12231
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope	c/o Corporation Service Company	6th Floor	Albany	New York	12207
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope	80 State Street	One Commerce Plaza	Albany	New York	12231
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope	173 Dorchester Road	99 Washington Avenue	Albany	New York	12207
Martha P. Pope, as executrix for the Estate of Leavitt J. Pope		6th Floor	Scarsdale	New York	10583

Valuation Research Corporation	Attn: Chantal Kehler	330 E. Kilbourn Avenue, Suite 1020	Milwaukee	Wisconsin	53202
Confidential Stock Transferee	Additional Stock Transferee Info	Address	City	State	ZIP
1IA SPX1			NEW YORK	NY	10019
A/C CSFB Prop Trading US	Credit Suisse First Boston	9 W. 57TH STREET ELEVEN MADISON AVENUE SSY1 1 N.LEXINGTON AVENUE MAIL BOX10 NEW YORK NY 10017	NEW YORK	NY	10010-3643
Alberta - WCB	(Alliance Bernstein)	DAN WILSON ONE NORTH LEXINGTON AVENUE 350 PARK AVENUE 4TH FLOOR 415 MADISON AVENUE 2ND FLOOR	WHITE PLAINS NEW YORK	NY	10601-1785 10022-6067
Alexandra Global Master Fund Ltd					
Allianz Invest Kap - Siemens	(SENA/ASB01/Allianz/Sanford)				
Am Master Fund 111, LP	CFP1 RIR From CGML				
Amidé Partners Master Fund Ltd	Walker House SPV Ltd				
Attn Int'l Program Trades	Programs Average Prices #1	1301 AVE OF AMERICAS 461 FIFTH AVE 24TH FLOOR	NEW YORK	NY	10019-0001 10017-2513
B Trade Services LLC					
Bessemer Trust Company		100 WOODBRIDGE CENTER DRIVE	WOODBRIDGE	NY	7095
Blackpoint Capital Fund Ltd		280 PARK AVENUE	NEW YORK	NY	10017-1216
Canadian Imperial \$25A/B	HOLDINGS INC/INDEX ABRITRAGE - Attn: \$300 MADISON AVE	117 AVENUE OF THE AMERICAS 16TH FLOOR 51 WEST 52ND STREET 18TH FLOOR PO BOX 228	NEW YORK	NY	10013-1505 10019-6188
Cantley Multi-Strategy Master	Fund/TD				
CBS Master Trust	CBS Master Trust	FLUSHING NY 11382-0228			
Cedar Grove Cem Assn Perp Care	RESERVE FUND	405 LEXINGTON AVE, 63RD FL	NEW YORK	NY	10174
CIM XVI LLC	CIMXVI2103	1 LIBERTY PLAZA ONE WALL ST	NEW YORK	NY	10286
CMA Omnibus		JANET KRONE			
Collective Trust Of The Bank		4 IRVING PLACE	NEW YORK	NY	10003
Consolidated Edison Of NY K801	(Consolidated Edison Co. Of Ny)				
Convertibles Strategic Hold	C/O Ken Stoller (BVB) (BVB) *Eq Convertibles Middle Office	390 GREENWICH STREET 3RD FL FIVE CABOT SQUARE 120 WEST 45TH ST/39TH FL	NEW YORK	NY	10019-2375 10017-7711
Credit Suisse First Boston					
D E Shaw Valence Portfolio LLC	DEUTSCHE BANK SEC INC	31 WEST 52 ST.	NEW YORK	NY	10036
DB AG Equity Swaps Offshore - Consolidated Account					
DBSO Securities Ltd.		1345 AVENUE OF THE AMERICAS 29TH FLOOR	NEW YORK	NY	10105-0502
	PLEDGOR FOR HYMF LTD AS PLEDGE - Stock Loan Collateral				
De Shaw Oculus Port LLC - Us A	c/o The Corporation Trust Company	120 WEST 45TH STREET	NEW YORK	NY	10036
Delos Insurance Company	Attn: Mr. Scott Van Pelt	120 WEST 45TH STREET 36TH FLOOR	NEW YORK	NY	10005-2836
Deutsche Bank Secs Inc	Fao Deephaven Capital Management	60 WALL STREET	NEW YORK	NY	10021-3712
Dr. David L. Hoekstra IRA RIO	Delaware Charter Co. & Title FBO	300 EAST 74TH ST.	NEW YORK	NY	
Drawbridge Global Macro	Master Fund Ltd - K Attn: Edouard Choute	1345 AVENUE OF THE AMERICAS 23RD FLOOR	NEW YORK	NY	10105-0200

Dreyfus Index Funds, Inc Dreyfus Stock Index Fund, Inc.	Dreyfus Index Funds, Inc Dreyfus Stock Index Fund, Inc.	US S&P 500 INDEX FUND	200 PARK AVENUE	NEW YORK	NY	10166
Attn: Richard Montesano			200 PARK AVENUE	NEW YORK	NY	10166
Eric D. Wirthman			3 WORLD FINCL CENTER 6TH FL	NEW YORK	NY	10285-0001
Fao Deephaven			484 1ST STREET	BROOKLYN	NY	11215-2606
Fao Havens Advisors LLC			350 GREENWICH STREET 5TH FLOOR	NEW YORK	NY	10013-2375
First Investors Life Series Fund - Utilities Series			1 METROTECH CENTER NORTH	BROOKLYN	NY	11201-3832
First Investors Life Series Fund-Blue Chip Series			95 WALL STREET	NEW YORK	NY	10005
Firstar Trust Company			95 WALL STREET	NEW YORK	NY	10005
Flexible US Equity Managers			Fao The Merger Fund Attn Bonnie Smith	100 SUMMIT LAKE DRIVE	VALHALLA	NY
			Portfolio 1 Offshore Master LP			10595-1339
			LSV CIO GS&Co	180 MAIDEN LANE - 37TH FLOOR	NEW YORK	NY
			Wilmington Trust Co. As Owner & Trustee For The			10038-4925
			C/O US Trust - Attn: Janet O'Hara	100 WALL STREET 15TH FLOOR	NEW YORK	NY
Forest Fund Management Company			ATTN: PROXY DEPARTMENT	ONE CORPORATE CENTER	RYE NY 10580-1433	10005-3716
Gabelli Asset Management Company			ATTN: PROXY DEPARTMENT	ONE CORPORATE CENTER	RYE NY 10580-1433	
Gabelli Avg Price 2			Gabelli & Company, Inc.	ONE CORPORATE CENTER	RYE NY 10580-1433	
Gabelli Equity Trust Inc			The Gabelli Equity Trust Inc	ONE CORPORATE CENTER	RYE NY 10580	
Gabelli Funds, Inc.			(The Gabelli Global Multimedia Tr)	BRUCE ALPERT	RYE NY 10580	
Gabelli Funds, Inc. - The Gabelli Equity Inc. Fd			(The Gabelli Global Multimedia Tr)	ONE CORPORATE CENTER	RYE NY 10580	
Gabelli Funds, Inc. - Gabelli ABC Fund			(Gabelli ABC Fund)	GABELLI FUNDS INC	RYE NY 10580-1434	
Gabelli Funds, Inc. - Gabelli Funds Inc.			(Gabelli Funds Inc)	BRUCE N ALPERT	RYE NY 10580-1434	
Gabelli Funds, Inc. - The Gabelli Asset Fund			(The Gabelli Asset Fund)	ONE CORPORATE CENTER AT RYE	RYE NY 10580-1434	
Gabelli Funds, Inc. - The Gabelli Equity Inc. Fd			(The Gabelli Equity Inc Fd)	GABELLI FUNDS INC	RYE NY 10580-1434	
Gabelli Global Deal Fund			(The Gabelli Global Multimedia Tr)	BRUCE M. ALPERT	RYE NY 10580-1434	
Gabelli Value Fund Inc			(The Gabelli Asset Fund)	ONE CORPORATE CENTER	RYE NY 10580-1434	
Gabelli Value Fund, Inc.			(The Gabelli Equity Inc Fd)	GABELLI FUNDS INC	RYE NY 10580-1434	
GMIICO Trust			(The Gabelli Global Multimedia Tr)	BRUCE ALPERT	RYE NY 10580-1434	
Goldantree Master Fund II, Ltd.			(The Gabelli Global Multimedia Tr)	ONE CORPORATE CENTER	RYE NY 10580-1434	
Goldantree Master Fund Ltd.			The Gabelli Global Deal Fund	ONE CORPORATE CENTER	RYE NY 10580-1434	
			ATTN BRUCE ALPERT	ONE CORPORATE CENTER	RYE NY 10580-1434	
			The Gabelli Value Fund, Inc.	ONE CORPORATE CENTER	RYE NY 10580-1434	
			(General Motors)	BRUCE MARQUAND	RYE NY 10580-1434	
			767 FIFTH AVE. 15TH FLR			
			300 PARK AVENUE 20TH FLOOR	NEW YORK	NY	10153
			300 PARK AVENUE 20TH FLOOR	NEW YORK	NY	10022
				NEW YORK	NY	10022

Goldtree Multistrategy Offshore Fund	C/O Golden Tree Asset Management LP	300 PARK AVENUE 20TH FLOOR	NEW YORK	NY	10022
	Master Fund Ltd	1450 BROADWAY 28TH FLOOR	NEW YORK	NY	10018-2228
Greenock Multi-Strategy	Halcyon Management Co. LLC	477 MADISON AVENUE	NEW YORK	NY	10022-5802
Gryphon Hidden Value VIII, L.P.	Mike Fields	477 MADISON AVENUE 7TH FLOOR	NEW YORK	NY	10022-5802
Gryphon Hidden Value VIII, L.P.		477 MADISON AVE 8 FL	NEW YORK	NY	10022
Halcyon Diversified Fund LP		600 Lexington Avenue	NEW YORK	NY	10022
Havens Partners Enhanced Fund, L.P.		600 Lexington Avenue	NEW YORK	NY	10022
Havens Partners, L.P.		600 Lexington Avenue	NEW YORK	NY	10022
Himan Brown	Tr. UA 11/20/02 Himan Brown Revocable Trust	285 CENTRAL PARK W	NEW YORK	NY	10024-3006
Hudson Bay Fund LP		120 BROADWAY 40TH FLOOR	NEW YORK	NY	10271-4099
Hudson Bay Master Fund Ltd		120 BROADWAY 40TH FLOOR	NEW YORK	NY	10271-4099
IBM Personal Pension Plan Trust					
Instinet Corp NY		1133 WESTCHESTER AVENUE	WHITE PLAINS	NY	10604
Investment Tech Group Inc		757 THIRD AVE	NEW YORK	NY	10017-2013
Latitude Investors LLP		380 MADISON AVE	NEW YORK	NY	10017-2533
Irving H. Picard, Esq. Trustee	C/O ASB ADVISORS LLC ATTN: DANIELLE ATTERRERRY	1345 AVENUE OF AMERICAS 45 ROCKEFELLER PLAZA	NEW YORK	NY	10105
ITG Inc		380 MADISON AVENUE 4TH FLOOR	NEW YORK	NY	10111
Jianhui Mao		1010 CATHERINES WOODS DRIVE	NISKAYUNA	NY	10017-2533
Labhardt Structured Products LLC		33 WHITEHALL 9TH FL	NEW YORK	NY	10004-3008
Legg Mason Partners	KAPREL OZSOLAK	55 WATER STREET	NEW YORK	NY	10041
Lispenard Street Credit Master Fund	C/O DIMATO AHMAD CAPITAL LLC	245 PARK AVENUE 44TH FLOOR	NEW YORK	NY	10167
Loob Arbitrage Management LP		61 BROADWAY	NEW YORK	NY	10006
Mary F. Brown		61 EDDY LANE	PLEASANTVILLE	NY	10570
Mergers Invnt Trd	A/C Long Attn Will Yestis Risk Arbitrage	399 PARK AVENUE 9TH FL	NEW YORK	NY	10022-4614
Met Life	(Metropolitan Life Insurance Co.)	NORA GERENA	NEW YORK	NY	10036-3690
Metropolitan Life	NANCY D'AGOSTINO	1095 AVE OF THE AMERICAS	NEW YORK	NY	10022-4614
Millerco LLC	ONE MADISON AVE	ONE MADISON AVE	NEW YORK	NY	10010
Ms Select-Value Added Market	665 FIFTH AVE/8TH FL	665 FIFTH AVE	NEW YORK	NY	10103
New York City Deferred Compensation Plan	1221 AVENUE OF THE AMERICAS	1221 AVENUE OF THE AMERICAS	NEW YORK	NY	10026
	40 RECTOR STREET-3RD FLOOR	40 RECTOR STREET	NEW YORK	NY	10006
	NEW YORK STATE TEACHERS RET SY	NEW YORK STATE TEACHERS RET SY			
	DAN BARZOWSKAS	DAN BARZOWSKAS			
New York State Teachers Retiree	10 CORPORATE WOODS DRIVE	ALBANY	NY		12211-2395
Nicholas H. Weitman	74 RUTLAND RD	BROOKLYN	NY	11225-5313	
NYC District Council Carpenters	395 HUDSON ST. 9FL	NEW YORK	NY		
NYC Employees Retirement System	1 CENTRE STREET	NEW YORK	NY		
O'Shaughnessy	237 PARK AVE	NEW YORK	NY		
Paris Trading	787 SEVENTH AVE - 3rd Floor	NEW YORK	NY		
Pension Committee Fund	The Sumitomo Trust & Banking Co. Ltd. Trust	527 MADISON AVENUE	NEW YORK	NY	10022

Polly H. Howells Fond View Credit (Master) LP - Tradi		434 FIRST STREET 235 PARK AVE	BROOKLYN INTC NY 10187	NY 11215-2606
Prime Broker CSSI Stock Split	And Reorg Processing Account Attn: Prime Broker	390 GREENWICH STREET	NEW YORK NY	10013-2375
Prism Partners Offshore Putnam Lovell NBF Securities Inc	Attn: Brad Stehle 31ST FLOOR	399 PARK AVENUE 27TH FLOOR 85 EAST 55TH STREET	NEW YORK NY	10043-0001
QES QvT Fund LP	C/O Ovt Financial LP	1177 AVE OF AMERICAS 9TH FLR	NEW YORK NY	10036
Rabo Capital Services, Inc.	C/O Renaissance Technologies LLC Attn: Mark Silber	245 PARK AVENUE	NEW YORK NY	10167
Rief Ramp LLC	C/O Renaissance Technologies LLC Attn: Mark Silber	800 THIRD AVENUE	NEW YORK NY	10022
Rief Trading LLC	MULTI-STRATEGY MASTER FUND Attn: Controllers Manager	800 THIRD AVENUE	NEW YORK NY	10022
Sandelman Partners	*Eq US Derivatives Traders Eq Deriv Prod Ctr 6FL	500 PARK AVENUE 3RD FLOOR	NEW YORK NY 100221606	
SBI Swaps	LOAN COLLATERAL ACCOUNT, c/o Louise Spear Leeds And Kellogg	388 GREENWICH ST. 390 GREENWICH STREET 115 BROADWAY	NEW YORK NY	10013-2375
State Street Lux	(Tweedy Browne Company LLC) C/O PETER GRANT	LAURA LYNN FORD 350 PARK AVENUE 9TH FLOOR 390 GREENWICH STREET	NEW YORK NY	10006-1604
Stock Borrow - P&L 74878	Stock Borrowed-NY	3 TIMES SQUARE 3RD FLOOR 8 FL DREYFUS ACTIVE MIDCAP FUND	NEW YORK NY 10013	10022
Strategic Funds, Inc.	Strategic Funds, Inc. ATTN: CAROL BALE TBK Partners LLC	200 PARK AVENUE 598 MADISON AVE 6TH FLOOR 350 PARK AVENUE 9TH FLOOR DREYFUS BSC SAP 500 ST INDX FD 200 PARK AVENUE	NEW YORK NY	10166
Suttonbrook Capital Portfolio LP	The Dreyfus/Laurel Funds Inc	TIM GEHMAN (TIAA-CREF) Trust	NEW YORK NY	10017
TBK Partners, LLC		730 THIRD AVE 75 ROCKEFELLER PLAZA	NEW YORK NY	10018
The Dreyfus/Laurel Funds Inc		257 PARK AVE SOUTH 15TH FLOOR	NEW YORK NY	10010-7304
TIAA-CREF		280 PARK AVE 1 CENTRE STREET	NEW YORK NY 10017	
Time Warner Inc Master Pension		350 PARK AVENUE VALUE LINE ASSET MANAGEMENT	NEW YORK NY	10087
TMSP/TS SETT A/C FOR HFF LLC		PORTFOLIO ADMINISTRATION	NEW YORK NY	10022
TransCom		220 EAST 42ND ST. 5TH FLOOR	NEW YORK NY	10017
TRE Pension Ent Acc PPS		350 PARK AVENUE ONE LIBERTY PLAZA-9TH FLOOR	NEW YORK NY	10023
Tweedie, Browne Value Fund	Tweedy, Browne Value Fund	6 LEDDY LANE	PLEASANTVILLE NY 10570-3512	
Value Line, Inc	(The Value Line Income Fund)			
Vanderbilt Partners, LLC	Vanderbilt Partners, LLC Of America			
White Mountains Reinsurance Company				
William J Brown				

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK - COMMERCIAL DIVISION**

X

PARENT COMPANY PLAINTIFFS

William A. Niese; James R. Simpson; W. Thomas Johnson, Jr.; Richard T. Schlosberg, III; Efrem Zimbalist, III; Fred A. Abatemarco; Gerald J. Alcantar; Richard S. Alfano; C. Michael Armstrong; Gary M. Arnold; John M. Arthur; William H. Barlow; David S. Barrett; Bruce E. Barwick; Todd A. Becker; George Bell; Susan P. Bell; Horst A. Bergmann; Edward L. Blood; Gregory L. Bowlin; Robert F. Brandt; Alan L. Brauer; Leo Brennan; Kenneth H. Brief; Robert N. Brisco; Patricia G. Campbell; Dian S. Carpenter; John S. Carroll; Kathleen M. Casey; Rajender K. Chandhok; Randolph R. Charles; Janet T. Clayton; Patrick A. Clifford; Andrew W. Clurman; C. Shelby Coffey, III; Stuart K. Coppens; George J. Cotliar; William D. Crawford; Barbara R. DeYoung; John F. Dill; Ann E. Dilworth; Kathryn M. Downing; Beverly Dreher; Elizabeth V. Drewry; Michael S. Dubester; John M. Dyer; Robert F. Erburu; David A. Esgro; Joanne K. Falk; Peter J. Fernald; James E. Fitzgerald; Michael J. Forgione; Donald H. Forst; Douglas Fox; Vance I. Furukawa; Debra A. Gastler; Gary P. Goldstein; Edward J. Gottsman; Marian Lewis (for the estate of Kenneth Graham); Robert T. Grant; Richard Guerrero; Lee J. Gittar; James F. Guthrie; Delynn T. Guttry; Kenneth L. Halajian; Charlotte H. Hall; Jean Halle; Michael J. Haugh; Janis Heaphy; James D. Helin; Curtis A. Hessler; James H. Higby; Lawrence M. Higby; Raymond Holton; Karen Laukka Horn; Leslie M. Howard; Mark E. Howe; Joseph M. Hughes; Alberto Ibarguen; James Imbriaco; Steven L. Isenberg; William R. Isinger; Raymond Jansen, Jr.; Edward E. Johnson; Robert M. Johnson; Mary E. Junck; Scott W. Kabak; Judith S. Kallet; William F. Keller; Joan Kellermann (for the estate of Donald S. Kellermann); Victoria King; Jason E. Klein; Jeffrey S. Klein; Susan K. Klutnick; James L. Kopper; Sally Kuekes; Mark H. Kurtich; Kimberly McCleary LaFrance; Jeffrey W. Lankey; David A. Laventhal; R. Marilyn Lee Schneider; Martin P. Levin; Jesse E. Levine; Nancy Lobdell; Robert G. Magnuson; Anthony J. Marro; Donald S Maxwell; Kathleen G. McGuinness; John C. McKeon; Jack E. Meadows; Stephen C. Meier; Janie Molvar; Roger H. Molvar; Durham J. Monsma; John T. Nash; Nicholas H. Niles; James H. Norris; James H. Nuckols; Nancy W. O'Neill; Robert T. O'Sullivan; Francis P. Pandolfi; Michael C. Parks; Jeffrey N. Paro; John

Index No. _____

**COMPLAINT TO
AVOID AND RECOVER
TRANSFERS OF
PROPERTY OF
TRIBUNE COMPANY
AND TRIBUNE
COMPANY AFFILIATES
AND SUBSIDIARIES
UNDER THE UNIFORM
FRAUDULENT
TRANSFER ACT**

F. Patinella; Janette O. Payne; Carol Perruso; Victor A. Perry; Maureen G. Peterson; Martha A. Petty; Jack L. Plank; Elizabeth F. Redmond; S. Keating Rhoads; Michael R. Riley; Michael G. Rose; William J. Rowe; Jerome S. Rubin; Alexander Sann; Geraldine Scally; Herbert K. Schnall; Charles I. Schneider; Hilary A. Schneider; Howard S. Schneider; Brian J. Sellstrom; James D. Shaw; Dennis A. Shirley; Gary K. Shorts; Louis Sito; Richard W. Stanton; Judith L. Sweeney; Stender E. Sweeney; James S. Toedtman; Sharon S. Tunstall; Michael S. Udrovic; Michael J. Valenti; Karen J. Wada; Claudia A. Wade; James W. Wallace; Michael E. Waller; Larry W. Wangberg; Howard Weinstein; William D. Wiegand; Mary A. Wild; Mark H. Willes; Phillip L. Williams; Hazel E. Wilson; Julia C. Wilson; Harold F. Woldt, Jr.; Leo Wolinsky; Donald F. Wright; John W. Young; John J. Zakarian; Norene Zapanta (trustee for Dr. Edward Zapanta Trust);

SUBSIDIARY PLAINTIFFS (without duplicates)

Sharon M. Bowen; James Willard Colston; Grace E. Crowder; John Darnall; Kenneth G. Davis; Mary M. Downes; Paul H. Egan; Arnold J. Kleiner; John R. Murphy; Barbara Sample (for the estate of Jack W. Neely); Carolyn Selzer; William F. Thomas; Caroline Thorpe; Robert E. Trainor; Herbert J. Vida.

Plaintiffs,

-against-

AllianceBernstein L.P.; Alpine Associated LLC; Alpine Associates LLC; Amalgamated Bank; Assent LLC; Bank of America, N.A.; LaSalle Bank, N.A.; Barclays Capital Inc.; BlackRock Institutional Trust; BMO Nesbitt Burns Employee Co-Investment Fund I Management (U.S.) Inc.; BMO Nesbitt Burns Corp.; BMO Nesbitt Burns Trading Corp. S.A.; BNP Paribas Securities Corp.; BNP Paribas Prime Brokerage, Inc.; Brown Brothers Harriman & Co.; Brown Brothers Harriman & Co., Inc.; BZV Securities Inc.; Cantor Fitzgerald & Co.; Charles Schwab & Co., Inc.; CIBC World Markets Corp.; CIBC World Markets Inc.; Citibank, N.A.; Citigroup Global Markets Inc.; Clearview Correspondent Services, LLC; Comerica Bank; Commerz Markets LLC; Credit Agricole Securities (USA) Inc.; Credit Suisse – Investment Banking and Security Investment Division; Credit Suisse (USA), Inc.; Credit Suisse Securities (USA) LLC; Crowell, Weedon & Co.; D.A. Davidson & Co.; D.E. Shaw Investment Management, L.L.C.;

Deutsche Bank – Private Banking and Investment Banking Investments Division; Eaton Vance Management; Eaton Vance Management, Inc.; Edward D. Jones & Co., L.P.; EWT, LLC; Fiduciary Trust Company; Fifth Third Bank; First Option Consulting, Inc.; First Option Debt Solutions Ltd.; First Option Funding Corp.; First Southwest Company; GAMCO Investors, Inc.; Glenmede Trust Company, N.A.; Goldman Sachs Execution & Clearing, L.P.; Goldman, Sachs & Co.; Greywolf Capital Management L.P.; Interactive Brokers Inc.; Jeffries & Company, Inc.; Key Bank, N.A.; Legent Clearing LLC; Lehman Brothers, Inc.; LPL Financial Corporation; Manufacturers and Traders Trust Company; Merrill Lynch, Pierce, Fenner & Smith Incorporated; Merrill Lynch Capital Corporation; Merrill Lynch & Co., Inc.; Mesirow Financial, Inc.; Mizuho Trust & Banking Co. (USA); Morgan Stanley & Co. Incorporated; Morgan Stanley Smith Barney LLC; Morgan, Keegan & Company, Inc.; National Financial Services LLC; Natixis Bleichroeder Inc.; Natixis Securities North America Inc.; Neuberger Berman Inc.; Neuberger Berman LLC; Newedge USA, LLC; Nomura Securities International, Inc.; Oppenheimer & Co. Inc.; OptionsXpress, Inc.; Penson Financial Services, Inc.; Perry Capital L.L.C.; Pershing LLC; PrimeVest Financial Services, Inc.; RABO Capital Services Inc.; Raymond, James & Associates, Inc.; Raymond James Ltd. (USA), Inc.; Raymond James Financial Services, Inc.; RBC Capital Markets, LLC; RBS Securities Inc.; Schultze Asset Management, LLC; Scotia Capital (USA) Inc.; Scott Trade, Inc.; SG Americas Securities, LLC; State Street Bank & Trust Company; Sterne, Agee & Leach, Inc.; Stifel, Nicolaus & Company Incorporated; Swiss American Advisors, LLC; Swiss American Corporation; Swiss American Express, Ltd.; Terra Nova Financial, LLC; The Bank of New York Mellon Corporation; Mellon Trust of New England, National Association; The Depository Trust & Clearing Corporation; TradeStation Securities, Inc.; U.S. Bank, N.A.; UBS Financial Services, Inc.; Wachovia Bank, N.A.; Wells Fargo Bank, N.A.; William Blair & Company, L.L.C.; Martha P. Pope as Executrix of Estate of Leavitt J. Pope; Valuation Research Corporation and John Doe 1 through John Doe 2000,

Defendants

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COMPLAINT TO AVOID AND RECOVER TRANSFERS OF PROPERTY OF TRIBUNE COMPANY AND TRIBUNE COMPANY AFFILIATES AND SUBSIDIARIES UNDER THE UNIFORM FRAUDULENT TRANSFER ACT

Plaintiffs, as retirees of The Times Mirror Company ("Times Mirror"), the Tribune Company ("Tribune") and/or one or more of 110 affiliates or subsidiaries of Tribune Company ("Tribune Entities"), and as creditors of Tribune and/or one or more of the Tribune Entities, holding claims of in excess of \$109 Million (the "Plaintiffs"), by and through their counsel, Teitelbaum & Baskin, LLP, complaining of each of the defendants named herein and each of the John Doe defendants (each a "Defendant" and collectively, the "Defendants"), allege as follows:

PRELIMINARY STATEMENT

1. In 2000, Times Mirror was merged into Tribune, with Tribune as the surviving entity. Tribune, among other things, assumed various obligations and commitments to the Plaintiffs, most of whom had given a lifetime of service to Times Mirror. In 2007, during the peak of the financial excesses, Tribune, pressured by its majority shareholders and lured by a scheme orchestrated by Sam Zell, abandoned its duties and obligations to its retirees, its employees and its creditors. Tribune incurred approximately \$11 Billion in debt to complete a leveraged buyout transaction (the "LBO Transaction") which contemplated the use of approximately \$8 Billion of such borrowed funds to purchase, repurchase, redeem and/or cancel the publicly held common stock of Tribune and the Tribune Entities by and through a private Employee Stock Ownership Plan (the "ESOP") for no consideration to Tribune and the Tribune Entities. The LBO Transaction not only lined the pockets of certain Tribune's insiders and controlling shareholders with billions of dollars, it rendered Tribune and the Tribune Entities insolvent or with unreasonably small capital or with insufficient assets to pay its debts as they came due. The mountain of debt resulting from the LBO did not allow Tribune to adjust to the changing media business and drove this icon of the media world into Chapter 11 less than a year after the LBO

Transaction closed.¹ As a result, the Plaintiffs were advised that their retirement benefits would be treated as general unsecured claims of the now bankrupt Tribune; that their periodic retirement payments would cease; and that their retirement nest egg upon which they were relying for their "golden years" be may be worth a few pennies on the dollar. More than two and one half years

¹ Tribune, the parent company, on December 8, 2008, filed for Chapter 11 bankruptcy protection in the United States District Court for the District of Delaware (the "Bankruptcy Court") under lead case *In re Tribune Company, et al.* (Case No. 08-13141-KJC)(jointly administered)(collectively, the "Bankruptcy Case"). In addition, the following affiliates or subsidiaries of Tribune filed bankruptcy petitions under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court (these affiliates and subsidiaries are collectively referred to as the "Tribune Entities"):

435 Production Company (8865); 5800 Sunset Productions Inc. (5510); Baltimore Newspaper Networks, Inc. (8258); California Community News Corporation (5306); Candle Holdings Corporation (5626); Channel 20, Inc. (7399); Channel 39, Inc. (5256); Channel 40, Inc. (3844); Chicago Avenue Construction Company (8634); Chicago River Production Company (5434); Chicago Tribune Company (3437); Chicago Tribune Newspapers, Inc. (0439); Chicago Tribune Press Service, Inc. (3167); Chicago Land Microwave Licensee, Inc. (1579); Chicago Land Publishing Company (3237); Chicago Land Television News, Inc. (1352); Courant Specialty Products, Inc. (9221); Direct Mail Associates, Inc. (6121); Distribution Systems of America, Inc. (3811); Eagle New Media Investments, LLC (6661); Eagle Publishing Investments, LLC (6327); forsalebyowner.com corp. (0219); ForSaleByOwner.com Referral Services, LLC (9205); Fortify Holdings Corporation (5628); Forum Publishing Group, Inc. (2940); Gold Coast Publications, Inc. (5505); Green Co, Inc. (7416); Heart & Crown Advertising, Inc. (9808); Homeowners Realty, Inc. (1507); Homestead Publishing Co. (4903); Hoy, LLC (8033); Hoy Publications, LLC (2352); Insert Co, Inc. (2663); Internet Foreclosure Service, Inc. (6550); Julius Air Company, LLC (9479); Julius Air Company II, LLC; KIAH Inc. (4014); KPLR, Inc. (7943); KSWB Inc. (7035); KTLA Inc. (3404); KWGN Inc. (5347); Los Angeles Times Communications LLC (1324); Los Angeles Times International, Ltd. (6079); Los Angeles Times Newspapers, Inc. (0416); Magic T Music Publishing Company (6522); NBBF, LLC (0893); Neocomm, Inc. (7208); New Mass, Media, Inc. (9553); Newscom Services, Inc. (4817); Newspaper Readers Agency, Inc. (7335); North Michigan Production Company (5466); North Orange Avenue Properties, Inc. (4056); Oak Brook Productions, Inc. (2598); Orlando Sentinel Communications Company (3775); Patuxent Publishing Company (4223); Publishers Forest Products Co. of Washington (4750); Sentinel Communications News Ventures, Inc. (2027); Shepard's Inc. (7931); Signs of Distinction, Inc. (3603); Southern Connecticut Newspapers, Inc. (1455); Star Community Publishing Group, LLC (5612); Stemweb, Inc. (4276); Sun-Sentinel Company (2684); The Baltimore Sun Company (6880); The Daily Press, Inc. (9368); The Hartford Courant Company (3490); The Morning Call, Inc. (7560); The Other Company LLC (5337); Times Mirror Land and Timber Company (7088); Times Mirror Payroll Processing Company, Inc. (4227); Times Mirror Services Company, Inc. (1326); TMLH 2, Inc. (0720); TMLS I, Inc. (0719); TMS Entertainment Guides, Inc. (6325); Tower Distribution Company (9066); Towering T Music Publishing Company (2470); Tribune Broadcast Holdings, Inc. (4438); Tribune Broadcasting Company (2569); Tribune Broadcasting Holdeo, LLC (2534); Tribune Broadcasting News Network, Inc., n/k/a Tribune Washington Bureau Inc. (1088); Tribune California Properties, Inc. (1629); Tribune CNLBC, LLC, f/k/a Chicago National League Ball Club, LLC (0347); Tribune Direct Marketing, Inc. (1479); Tribune Entertainment Company (6232); Tribune Entertainment Production Company (5393); Tribune Finance, LLC (2537); Tribune Finance Service Center, Inc. (7844); Tribune License, Inc. (1035); Tribune Los Angeles, Inc. (4522); Tribune Manhattan Newspaper Holdings, Inc. (7279); Tribune Media Net, Inc. (7847); Tribune Media Services, Inc. (1080); Tribune Network Holdings Company (9936); Tribune New York Newspaper Holdings, LLC (7278); Tribune NM, Inc. (9939); Tribune Publishing Company (9720); Tribune Television Company (1634); Tribune Television Holdings, Inc. (1630); Tribune Television New Orleans, Inc. (4055); Tribune Television Northwest, Inc. (2975); ValuMail, Inc. (9512); Virginia Community Shoppers, LLC (4025); Virginia Gazette Companies, LLC (9587); WATL, LLC (7384); WCCT, Inc., f/k/a WTXX Inc. (1268); WCWN LLC (5982); WDCW Broadcasting, Inc. (8300); WGN Continental Broadcasting Company (9530); WLVI Inc. (8074); and WPIX, Inc. (0191).

into the Bankruptcy Case and after the expenditure of more than **\$200 Million** of Tribune's assets on professional fees (more than double what all retirees of Tribune and the Tribune Entities are owed) the Plaintiffs have been further burdened with the task of avoiding and recovering the wrongful transfers of their retirement funds to stockholders and financial advisors as part of the LBO Transaction.

2. As such, the Plaintiffs bring this action to recover at least \$109 Million pursuant to the Uniform Fraudulent Transfer Act (the "**UFTA**") to recover fraudulent transfers made by Tribune and/or Tribune Entities to or for the benefit of the Defendants.

STAY OF THIS ACTION

3. Neither Tribune nor the Official Committee of Unsecured Creditors appointed in the Bankruptcy Case (the "**Creditors' Committee**") sought to preserve the approximately \$8 Billion in state law constructive fraud claims against stockholders and others who received transfers from an insolvent Tribune as part of the LBO Transaction (the "**SLCF Claims**").

4. In or around May 4, 2011, the Creditors' Committee provided a notice to creditors of the Bankruptcy Case that the SLCF Claims, including the SLCF Claims asserted herein, would not be prosecuted by the Bankruptcy estate or a creditors' trust to be formed under any plan of reorganization in the Bankruptcy Case and that such claims could face a statute of limitations bar of June 4, 2011. The notice urged creditors who wished to preserve such claims to commence their actions prior to June 4, 2011. A copy of the Creditors' Committee Notice is also annexed hereto as Exhibit A.

5. As a result, on the eve of the expiration of the statute of limitations, the Bankruptcy Court issued an order dated April 25, 2011 (Docket No. 8740 in the Bankruptcy Case, the "**SLCFC Lift Stay Order**") (Exhibit A hereto), vacating the automatic stay to permit, among others, the Plaintiffs to commence this action to preserve the claims asserted herein.

6. Paragraph 6 the SLCFC Lift Stay Order, provides in pertinent part, however:

Absent further order of this Court, litigation commenced by the filing of any complaint referenced in paragraphs 3 and 5 above shall automatically be stayed in the applicable state court(s) where such complaint(s) are filed, or if not automatically in such state court(s), then application for the stay in accordance with the provisions of this Order shall be made

7. To the extent necessary, Plaintiffs will seek to extend the time for parties to respond to this complaint and seek a stay of these proceedings in compliance with the SLCFC Lift Stay Order.

NATURE OF THE ACTION

8. 172 of the Plaintiffs are retirees of Times Mirror and creditors of Tribune in the aggregate amount of at least \$104 Million ("TM Retirees" or "Tribune Retiree Creditor Plaintiffs") pursuant to one or more non-tax qualified retirement, pension, deferred compensation, salary continuation, or supplemental payment or severance plans, each as more fully described below (each a "Retiree Plan").

9. 17 of the Plaintiffs are retirees of one or more Tribune Entities and creditors of one or more Tribune Entities in the aggregate amount of at least \$5 Million ("Tribune Entity Retirees" or "Tribune Entity Retiree Creditor Plaintiffs") pursuant to one or more Retiree Plans.²

10. The Defendants received transfers of funds from Tribune and/or Tribune Entities in the amount of at least \$109 Million in 2007 for their common stock of Tribune at \$34 per share.

11. The common stock for an insolvent Tribune had little or no value.

12. The Plaintiffs gave their lives to Times Mirror, Tribune and/or one or more Tribune Entities, and were relying upon their Retiree Plans in their so-called "golden years" for daily living expenses and for their retirement nest egg.

² In total there are 188 Plaintiffs; two Plaintiffs are both Tribune Retiree Creditor Plaintiffs and Tribune Entity Retiree Creditor Plaintiffs.

13. The Plaintiffs had the rug pulled out from under them on December 8, 2008 when Tribune and the Tribune Entities, burdened with over \$11 Billion of debt incurred as part of the LBO Transaction, commenced the Bankruptcy Case.
14. Immediately following the commencement of the Bankruptcy Case, the Plaintiffs were advised that their periodic payments under their Retiree Plans would be cut off and the value of their retirement portfolio would be worth pennies on the dollar. As detailed below, the Plaintiffs turned to the Bankruptcy Court and the Creditors' Committee to preserve their retirement funds; however, neither could save the Plaintiffs from what had been done.
15. The Retiree Plans were neither ERISA plans nor otherwise tax qualified plans and Tribune had not segregated funds to support the payment of the Retiree Plans.
16. As such, the Plaintiffs were general unsecured creditors of Tribune and/or one or more Tribune Entities at the time of the LBO Transaction and as of the commencement of the Bankruptcy Case.
17. Plaintiffs have been treated and classified as general unsecured creditors of Tribune and/or one or more Tribune Entities in the Bankruptcy Case.
18. The LBO Transaction (i) rendered Tribune insolvent; (ii) left Tribune with unreasonably small assets or capital to operate; and/or (iii) left Tribune with debts beyond its ability to pay as they became due.
19. The LBO Transaction (i) rendered the Tribune Entities insolvent; (ii) left the Tribune Entities with unreasonably small assets or capital to operate; and/or (iii) left the Tribune Entities with debts beyond their ability to pay as they became due.
20. The transfers to the Defendants were transfers of property of Tribune (i) made while Tribune was insolvent; (ii) which rendered Tribune insolvent; or (iii) which left Tribune with unreasonably small capital or assets to operate including to pay debts as such debts became due.

21. The transfers to the Defendants were transfers of property of one or more Tribune Entities (i) made while the Tribune Entities were insolvent; (ii) which rendered the Tribune Entities insolvent; or (iii) which left the Tribune Entities with unreasonably small capital or assets to operate including to pay debts as such debts became due.

22. The transfers to the Defendants were made for less than fair or reasonable consideration to Tribune and/or the Tribune Entities.

APPLICABLE LAW

23. The Plaintiffs bring this action under the UFTA, as adopted in the State of Illinois (S.H.A. 740 ILCS 160 *et seq.*) (the "UFTA"), in their capacity as creditors of Tribune and/or one or more Tribune Entities, to avoid and recover transfers of property of Tribune and/or one or more Tribune Entities made to or for the benefit of the Defendants (the "Fraudulent Conveyances" as more fully defined below) and to the detriment of the Plaintiffs.

24. Tribune is a corporation incorporated under the laws of the State of Delaware.

25. Tribune's corporate headquarters are located at 435 North Michigan Avenue, Chicago, Illinois 60611.

26. Upon information and belief, substantially all of the decisions, negotiations and approvals concerning the LBO Transaction occurred in Chicago, Illinois.

27. Upon information and belief, all of the Fraudulent Conveyances were approved by Tribune in Illinois and originated in Illinois.

28. The UFTA as adopted in the States of Delaware and/or Illinois is applicable based upon the nexus of the LBO Transaction, Tribune and the Fraudulent Conveyances to each jurisdiction.

THE LBO TRANSACTION

29. In September 2006, as a result of pressure from the majority shareholders³ of Tribune to maximize the value of the common stock of Tribune, the Board of Directors of Tribune (the "Board") announced that it had established a special committee comprised of certain members of the Board (the "Special Committee") to oversee management's exploration of alternatives to achieve this goal.
30. In or around October 2006, Tribune retained Morgan Stanley & Co. Inc. ("Morgan Stanley") to act as a financial advisor to the Special Committee and, upon information and belief, paid Morgan Stanley more than \$10 Million in fees and expenses.
31. Tribune thereafter engaged Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill", together with Merrill Lynch Capital Corporation, "Merrill Lynch") and Citigroup Global Markets, Inc. ("CGMI") as financial advisors in connection with the LBO Transaction.
32. Merrill Lynch and CGMI also served as lead arrangers for the credit facilities which provided financing for the LBO Transaction.
33. By October 2006, seventeen potential outside purchasers had expressed interest in Tribune.
34. On April 1, 2007, following management's endorsement and the Special Committee's recommendation, the Board agreed to a proposal by Sam Zell whereby Tribune entered into a merger agreement which contemplated the purchase, repurchase, redemption and/or cancellation of 100% of the common stock of Tribune in two steps.

³ Upon information and belief the majority shareholders included (x) The Chandler Trusts which held over 48 Million shares of common stock of Tribune and (y) the McCormick Foundation Trust which held over 28 Million shares of the outstanding common stock of Tribune.

35. The purchase of such stock, the cancellation of existing indebtedness and the payment of millions of dollars in fees was financed with approximately \$11 Billion of debt made available to Tribune through the LBO Transaction.
36. In or around June 4, 2007, Tribune incurred approximately \$8 Billion in debt to, among other things, purchase approximately 50% of the outstanding shares (126,000,000 shares) of Tribune common stock in a tender offer for \$34.00 per share ("Step One").
37. In or around the period commencing June 4, 2007, Tribune used at least \$4.3 Billion of the proceeds of the Step One indebtedness to make transfers to holders of Tribune common stock to purchase, repurchase, redeem, and/or cancel approximately 50% of Tribune common stock and to pay fees and expenses to professionals and advisors (the "Step One Transfers").
38. In or around December 7, 2007, Tribune incurred an additional \$3 Billion in debt to, among other things, purchase, repurchase, redeem and/or cancel its remaining outstanding shares of common stock for \$34.00 per share ("Step Two").
39. The Tribune Entities guaranteed the indebtedness incurred by Tribune in Step One and Step Two.
40. In or around the period commencing December 7, 2007, Tribune used the proceeds of the Step One and Step Two indebtedness and other assets of Tribune and/or Tribune Entities to make transfers to holders of Tribune common stock in the aggregate amount of approximately \$4 Billion to purchase, repurchase, redeem, and/or cancel the remaining approximately 50% of its common stock and to pay fees and expenses to professionals and advisors (the "Step Two Transfers" and together with the Step One Transfers, the "Fraudulent Conveyances").
41. The LBO Transaction was effected through a private S-corporation entity wholly owned by the ESOP so as to generate certain tax benefits. The tax and other benefits of the LBO

Transaction could only be realized upon consummation of the repurchase of the common stock of Tribune as part of Step Two.

42. Upon information and belief, Dan Neil and Eric Bailey, former employees of Tribune, have commenced a class action under the Employee Retirement Income Security Act ("ERISA"), on their behalf and on behalf of approximately 11,000 ESOP participants who were former employees of Tribune Company against Samuel Zell, GreatBanc Trust Company, and EGI-TRB, LLC in the United States District Court for the Northern District of Illinois, alleging that the LBO Transaction rendered the stock in the ESOP worthless and the transaction, among other things, violated ERISA. The action is identified as *Dan Neil and Eric Bailey, Individuals, and on Behalf of Themselves on Behalf of all other Similarly Situated Plaintiffs v. Samuel Zell, GreatBanc Trust Company, and EGI-TRB, LLC.*, No. 08 C 6833 (the "ESOP Action").
43. Upon information and belief, by memorandum decision and order dated March 4, 2011, the Illinois District Court certified the class of plaintiffs in the ESOP Action.
44. Sam Zell, who was elected to Tribune's Board in or around May 2007 and became the Chairman of the Board and President and Chief Executive Officer of Tribune in or around December 2007, upon information and belief, directly or indirectly received Fraudulent Conveyances of in excess of \$5 Million through the LBO Transaction at the expense of the creditors of Tribune and Tribune Entities.
45. Upon information and belief, the commitment letters that were executed in connection with the Step One committed Merrill Lynch Capital Corporation ("MLCC"), CGMI and JPMorgan Chase Bank, N.A. (collectively, the "Lenders") to provide the requisite financing for both Step One and Step Two.
46. Upon information and belief, prior to the Board's approval of the LBO Transaction in April 2007, Tribune knew or should have known that financial projections used to support the LBO

Transaction were unreliable and that a negative variance of a mere 2% would result in Tribune and/or the Tribune Entities being rendered insolvent upon incurring the LBO indebtedness.

47. Indeed, as of March 25, 2007, upon information and belief, management knew that both revenue and operating cash flow for the publishing business for the first quarter of 2007 were already at least 2% below the financial projections and management knew that the industry trend was negative.

48. Tribune retained Valuation Research Corporation ("VRC") for a solvency opinion.

49. Neither Tribune nor VRC acted reasonably in connection with the issuance of any opinions issued by VRC.

50. Upon information and belief, VRC uncritically accepted financial projections from Tribune and based its opinions on outdated and unreliable financial projections finalized by management and approved by the Board in February 2007 (the "February Projections").

51. Upon information and belief, the February Projections were substantially higher than actual operating results. For example, actual publishing revenues for March 2007 were 4.3% below those in the February Projections. Similarly, actual publishing revenues for April and May were, respectively, 4.9% and 8.6% below the level necessary to sustain the debt level of the LBO Transaction. March 2007 actual broadcasting revenue was 3.0% below the February Projections. May 2007 broadcasting revenues were 6.4% below the February Projections. In the aggregate, for the three months March through May 2007, publishing revenues were \$55 Million below those in the February Projections, and broadcasting revenues were \$9 Million below the level necessary to service the debt incurred as part of the LBO Transaction.

52. Upon information and belief, the financial projections were updated by management and presented, in part, to the Board in October 2007 (the "October Projections").

53. Upon information and belief, despite the fact that the October Projections were downwardly revised for the short term, management, and its advisors, including VRC, ignored actual historical results and overall trends in the industry; as such, the October Projections reflected an unsustainable and unrealistic growth model, including (i) generating significant revenues for the internet based businesses despite underperforming 2007 projections by at least 4%; and (ii) outperforming February Projections on a consolidated basis, year after year, with a projected growth of 2.4% per year beginning in 2013 and accelerating through 2017.

54. In all, VRC upwardly revised its valuation by approximately \$613 Million to support the LBO Transaction and was paid in excess of \$1.5 Million.

55. By blindly accepting information and either intentionally or negligently preparing its analysis, VRC failed to provide any reasonable value for the fees it received.

56. In September 2007, Tribune engaged Morgan Stanley to advise the Board and management concerning the LBO Transaction, including with respect to the issue of solvency.

57. Morgan Stanley was paid at least \$10 Million.

58. Upon information and belief, Morgan Stanley either negligently or intentionally failed to advise Tribune that the application of reasonable negative assumptions to the financial projections would render Tribune and/or the Tribune Entities insolvent after giving effect to the LBO Transaction.

59. Morgan Stanley failed to provide any reasonable value to Tribune.

60. On December 20, 2007, Chandler Bigelow⁴ and Donald C. Grenesko⁵ delivered the required solvency certificates on behalf of Tribune, thereby consummating the LBO Transaction.

⁴ Chandler Bigelow ("Bigelow") was Tribune's Treasurer at the time of the LBO Transaction, and currently is Tribune's Chief Financial Officer. Bigelow was also the Vice President and Treasurer of one or more of the Tribune Entities which guaranteed the obligations of Tribune. Upon information and belief, Bigelow received monetary special

(Cont'd on following page)

61. As a result of the LBO Transaction and the Fraudulent Conveyances, Tribune (i) was rendered insolvent; (ii) was left with unreasonably small capital or assets to operate including to pay debts as such debts became due creditors; and/or (iii) incurred debts which Tribune Company knew or reasonably should have known were beyond its ability to repay.

62. As a result of the LBO Transaction and the Fraudulent Conveyances, the Tribune Entities (i) were rendered insolvent; (ii) were left with unreasonably small capital or assets to operate including to pay debts as such debts became due creditors; and/or (iii) incurred debts which the Tribune Entities knew or reasonably should have known were beyond their ability to repay.

63. As a result of the LBO Transaction and the Fraudulent Conveyances, the Tribune Retiree Creditor Plaintiffs sustained economic injury to the extent of their unpaid general unsecured claims arising from the Retiree Plans against Tribune.

64. As a result of the LBO Transaction and the Fraudulent Conveyances, the Tribune Entity Retiree Creditor Plaintiffs sustained economic injury to the extent of their unpaid general unsecured claims arising from the Retiree Plans against one or more of the Tribune Entities.

65. Tribune did not receive reasonably equivalent value for the Fraudulent Conveyances to Defendants.

(Cont'd from preceding page)

incentives in connection with consummation of the LBO Transaction and sold at least 7,183 shares of Tribune stock for at least \$244,000 in connection with the LBO Transaction. Upon information and belief, Bigelow lives in Illinois.

⁵ Donald C. Grenesko ("Grenesko") was Tribune's Senior Vice President of Finance and Administration at the time of the LBO Transaction. Upon information and belief, Grenesko sold 242,357 shares of Tribune stock in connection with the LBO Transaction from which he received approximately \$8,240,138 in cash proceeds. Upon information and belief, Grenesko also received additional monetary special incentives in connection with consummation of the LBO Transaction. Upon information and belief, Grenesko lives in Illinois.

66. The Tribune Entities did not receive reasonably equivalent value for the guarantee of the obligations incurred as part of the LBO Transaction or for the Fraudulent Conveyances to Defendants.

67. Each of the Plaintiffs who are Tribune Retiree Creditor Plaintiffs were creditors of Tribune at the time of each of the Step One Transfer and the Step Two Transfer, the commencement of the Bankruptcy Case and the commencement of this case.

68. Each of the Plaintiffs who are Tribune Entity Retiree Creditor Plaintiffs were creditors of one or more Tribune Entities at the time of each of the Step One Transfer and the Step Two Transfer, the commencement of the Bankruptcy Case and the commencement of this case.

THE TRIBUNE COMPANY BANKRUPTCY CASES

69. As a direct result of the LBO Transaction and the Fraudulent Conveyances, Tribune and the Tribune Entities, among other things, (i) incurred over \$11 Billion in debt, (ii) transferred or caused to be transferred approximately \$8.3 Billion to purchase, repurchase, redeem and/or cancel common stock of Tribune, (iii) transferred approximately \$207 Million to professionals and lenders for fees, costs and expenses; (iv) transferred approximately \$907 Million in interest payments and \$978 Million in principal payments on account of the debt incurred; and (v) commenced the Bankruptcy Cases on December 8, 2008, less than a year after the Step Two Transfers.

70. Pursuant to an affidavit sworn to December 8, 2008 and filed with the Bankruptcy Court in the Bankruptcy Cases the (“Bigelow Affidavit”), Tribune Vice President and Chief Financial Officer, Chandler Bigelow stated that prior to the LBO Tribune and the Tribune Entities had approximately \$3 Billion of indebtedness; but following the LBO Transaction, Tribune had approximately \$13 Billion of debt and approximately \$7.6 Billion in assets. (Bigelow Affidavit at ¶11).

71. Further, pursuant to the Bigelow Affidavit, in 2007 (i) the Tribune Entities had revenues of approximately \$5.1 Billion, approximately 72% of which was from publishing and approximately 28% of which was from broadcasting and entertainment; (ii) publishing revenues had declined by approximately 9% and broadcasting and entertainment revenues had declined by approximately 2% due to decreased circulation and advertising. (Bigelow Affidavit at ¶11)

72. Bigelow concluded that the Tribune Entities "faced increasing constraints on their liquidity, including their ability to service approximately \$13 Billion in indebtedness. . ." (Bigelow Affidavit at ¶12).

73. Thus, the LBO Transaction rendered Tribune and the Tribune Entities insolvent or with unreasonably small capital or assets to operate including to pay debts as such debts became due to creditors.

74. As a result of the LBO Transaction and the Bankruptcy Case, the Plaintiffs were advised that payments due to them arising from or in connection with the Retiree Plans would be treated as general unsecured claims in the Bankruptcy Cases.

75. Consequently, the periodic benefit payments to Plaintiffs under any such Retiree Plans were immediately discontinued and all accrued and unpaid amounts due in connection with such Retiree Plans would be paid to the Plaintiffs only pursuant to the Bankruptcy Code and the terms of a confirmed plan of reorganization.

76. The Plaintiffs had relied upon the payment of their retirement funds as a substantial part of their income and for their retirement savings.

77. Plaintiffs, William A. Niese, James R. Simpson, Jr., W. Thomas Johnson, Jr., Richard T. Schlosberg, III and Efrem Zimblist, III, immediately formed a steering committee to protect the rights of Tribune Retiree Creditors and Tribune Entity Retiree Creditors (the "Steering Committee") in the Bankruptcy Cases.

78. In December 2008, the Steering Committee engaged Teitelbaum & Baskin, LLP ("T&B") to represent the interests of the Steering Committee, and such other Tribune Retiree Creditors and Tribune Entity Retiree Creditors who may join them, in the Bankruptcy Case.

79. Ultimately, approximately 194 Tribune Retiree Creditors and Tribune Entity Retiree Creditors joined the Steering Committee and engaged T&B to represent their interests in the Bankruptcy Case.

80. Plaintiff, William A. Niese was appointed to the Official Committee of Unsecured Creditors (the "Creditors' Committee") as the representative of all retiree interests in the Bankruptcy Case.

81. Since December 2008, Niese and T&B have actively participated in the Bankruptcy Case on behalf retirees of Tribune, Tribune Entities and Times Mirror and in furtherance of the interests of general unsecured creditors of Tribune and Tribune Entities.

82. The Tribune Retiree Creditor Plaintiffs represent over \$104 Million of the approximately \$113 Million in similar claims asserted against Tribune in the Bankruptcy Cases.

83. The Tribune Entity Retiree Creditor Plaintiffs represent over \$5 Million of the approximately \$13 Million in similar claims asserted against the Tribune Entities in the Bankruptcy Cases.

84. Upon information and belief, all Plaintiff claims are liquidated in amount and not disputed or subject to offsets, counterclaims or defenses of any kind.

85. After nearly 2 ½ years in bankruptcy, the Bankruptcy Court has been presented with two competing plans of reorganization.

86. The DCL Plan, as amended as of April 26, 2011(Bankruptcy Court Docket No. 8769) ("the DCL Plan"), is jointly proposed by Tribune and the Tribune Entities, the Official Committee of

Unsecured Creditors, Oaktree Capital Management, L.P., Angelo, Gordon & Co., L.P. and JPMorgan Chase Bank, N.A. (the "DCL Plan Proponents").

87. The Noteholder Plan, as amended as of April 25, 2011 (Bankruptcy Court Docket No. 8755)

(the "Noteholder Plan"), is jointly proposed by Aurelius Capital Management, L.P., Deutsche Bank Trust Company Americas, Law Debenture Trust Company of New York and Wilmington Trust Company (the "Noteholder Plan Proponents").

88. The Bankruptcy Court is presently considering which, if either, plan should be confirmed.

89. Under each plan, each Tribune Retiree Creditor Plaintiff claim against Tribune is classified together and treated identically, irrespective of which Retiree Plan formed the basis of the claim.

90. Under the DCL Plan (i) each Tribune Retiree Creditor Plaintiff claim against Tribune is grouped as a general unsecured claim in Class 1F (other than a convenience claim which is Class 1G), and each such claim is treated identically; and (ii) each Tribune Entity Retiree Creditor Plaintiff claim against a Tribune Entity is grouped as a general unsecured claim in Classes 2E through 111E, and each such claim is treated identically.

91. Under the Noteholder Plan (i) each Tribune Retiree Creditor Plaintiff claim against Tribune is grouped as a general unsecured claim in Class 1G and each such claim is treated identically; and (ii) each Tribune Retiree Creditor Plaintiff claim against a Tribune Entity is grouped as a general unsecured claim in Classes 50G through 111G, and each such claim is treated identically.

92. The Plaintiffs and retirees in general have overwhelmingly voted in favor of the DCL Plan and against the Noteholder Plan.

93. Contested confirmation proceedings have been conducted before the Bankruptcy Court with respect to both the DCL Plan and the Noteholder Plan.

94. Upon information and belief, in or around mid June 2011, the proponents of each of the DCL Plan and the Noteholder Plan will have made their final submissions to the Bankruptcy Court.

95. It is uncertain if or when either the DCL Plan or the Noteholder Plan will be confirmed or become effective such that distributions will be made to creditors of Tribune and Tribune Entities, including the Plaintiffs.

96. Assuming the DCL Plan is confirmed and becomes effective (i) Tribune Retiree Creditor Plaintiffs who are classified as Class 1F general unsecured creditors of Tribune, would receive initial distributions of between 32% and 35% of their allowed claims and certain such Plaintiffs (depending upon elections they make) could receive additional distributions on account of litigation recoveries in connection with an action commenced by the Creditors' Committee against various parties who participated in and/or received benefits from the LBO Transaction (the "Committee Action"); and (ii) the Tribune Entity Retiree Creditor Plaintiffs who are classified as Class 2E through 111E general unsecured creditors of Tribune Entities could receive a distribution of 100% of their allowed claims.

97. Assuming the Noteholder Plan is confirmed and becomes effective (i) Tribune Retiree Creditor Plaintiffs who are classified as Class 1G general unsecured creditors of Tribune, would receive initial distributions of approximately 4% of their allowed claims and could receive additional distributions on account of litigation recoveries; and (ii) Tribune Entity Retiree Creditor Plaintiffs who are classified as Class 50G through 111G general unsecured creditors of Tribune Entities could receive an initial distribution of approximately 8% of their allowed claims and could receive additional distributions on account of litigation recoveries.

98. On or about November 1, 2010, the Creditors' Committee commenced the Committee Action as an adversary proceeding captioned *The Official Committee Of Unsecured Creditors Of*

Tribune Company, on behalf of Tribune Company, et al., vs. Dennis J. Fitzsimons, et al. (Case No. 08-13141) (Adv. Pro. No. 10-54010) (Docket No. 1). Many of the allegations made herein "upon information and belief" are based upon the detailed allegations set forth in the Creditors' Committee first amended complaint dated December 7, 2010 (Docket No. 61) (the "Committee Action Complaint").

99. In addition, certain allegations made herein "upon information and belief" are based upon the report, dated July 26, 2010, filed by Kenneth Klee as the court appointed examiner in the Bankruptcy Case (the "Examiner's Report" available on the Bankruptcy Court's Docket at Nos. 5130 through 5134).

100. Under both the DCL Plan and the Noteholder Plan, the prosecution of state law constructive fraud claims, such as those asserted herein, are left to the creditors holding such claims.

JURISDICTION AND VENUE

101. Upon information and belief, the Defendants are all similarly situated transferees of the Fraudulent Conveyances, either in their capacity as common stockholders, clearing houses for ultimate transferees, professionals or advisors.

102. Upon information and belief, the Defendants reside in this jurisdiction, have an office in this jurisdiction, or are otherwise subject to the jurisdiction of this Court. Venue is proper based upon the residence, domicile or place of business of some or all of the Defendants.

THE PLAINTIFFS

103. 172 Tribune Retiree Creditor Plaintiffs hold claims against Tribune in the aggregate amount of at least \$104 Million based upon one or more of the Retiree Plans.

104. 17 Tribune Entity Retiree Creditor Plaintiffs hold claims against one or more Tribune Entities in the aggregate amount of at least \$5 Million based upon one or more of the Retiree Plans.

105. The Tribune Retiree Creditor Plaintiffs seek to avoid transfers made by Tribune to or for the benefit of the Defendants and to recover such funds on account of the their claims against Tribune pursuant to the UFTA as adopted in Illinois.

106. The Tribune Entity Retiree Creditor Plaintiffs seek to avoid transfers made by Tribune Entities to or for the benefit of the Defendants and to recover such funds on account of the their claims against the Tribune Entities pursuant to the UFTA as adopted in Illinois.

107. The Tribune Retiree Creditor Plaintiffs:

- (a) are retirees of Times Mirror and/or Tribune;
- (b) at the time of the Step One and Step Two Transfers had claims against Tribune based

upon one or more of the following Retiree Plans:

- Times Mirror Excess Pension Plan (the "Excess Plan") which covered employees of Times Mirror whose benefits under Times Mirror's qualified pension plan were capped by IRS regulation;
- Times Mirror Supplemental Retirement Plan (the "SERP") which covered a limited number of senior executives of Times Mirror and provided benefits based upon salary plus bonus and a subsidized survivor annuity;
- Times Mirror Deferred Compensation Plans which permitted eligible employees or directors of Times Mirror to defer some of their annual compensation, some, or all, of their annual bonus, and in the case of directors, some or all of their annual retainer, and select a payment start date and payment period; the deferred amounts were to accrue interest at 9% per annum; and Tribune Supplemental 401(k) Plan (together with the Times Mirror Deferred Compensation Plans, the "DC-Plans") which

permitted eligible employees of Tribune to receive a supplemental company contribution related to their 401(k) benefits; and

- Special Letter Agreements, including severance, pension, salary continuation and/or supplemental payment agreements, ("Letter Agreements") which were entered into with certain executives to provide an additional severance, salary continuation, supplemental payments or pension package.

108. The Tribune Entity Retiree Creditor Plaintiffs:

- (a) are retirees of one or more Tribune Entities; and
- (b) who at the time of the LBO Transaction had claims against one or more Tribune Entities based upon Special Letter Agreements, including severance, pension, salary continuation and/or supplemental payment agreements, ("Subsidiary Letter Agreements") which were entered into with certain executives to provide additional severance, salary continuation, supplemental payments or pension package.

109. None of the Plaintiffs has released their SLCF Claims asserted herein by electing to grant a release as part of the DCL Plan election form, distributed in May 2011 (the "DCL Plan Election Form").

110. None of the Plaintiffs has contributed their SLCF Claims asserted herein to a creditors' trust as part of the DCL Plan Election Form.

Tribune Retiree Creditor Plaintiffs

111. Each of the Tribune Retiree Creditor Plaintiffs identified herein are creditors of Tribune and were creditors of Tribune as of the Step One and Step Two Transfers and the commencement of the Bankruptcy Case:

- (a) **William A. Niese:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,894,702.51.
- (b) **James R. Simpson:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$3,924,877.86.
- (c) **W. Thomas Johnson, Jr.:** (i) is a citizen and/or resident of the State of Georgia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$2,091,151.24.
- (d) **Richard T. Schlosberg, III:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$2,760,068.72.
- (e) **Efrem Zimbalist, III:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$2,206,657.73.
- (f) **Fred A. Abatemarco:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$105,156.30.
- (g) **Gerald J. Alcantar:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$11,811.29.
- (h) **Richard S. Alfano:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$56,537.94.

- (i) **C. Michael Armstrong:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$195,890.45.
- (j) **Gary M. Arnold:** (i) is a citizen and/or resident of the State of Illinois; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$103,730.01.
- (k) **John M. Arthur:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$78,075.76.
- (l) **William H. Barlow:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$30,213.16.
- (m) **David S. Barrett:** (i) is a citizen and/or resident of the State of Connecticut; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$4,685.88.
- (n) **Bruce E. Barwick:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$46,913.69.
- (o) **Todd A. Becker:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$130,317.53.
- (p) **George Bell:** (i) is a citizen and/or resident of the State of Massachusetts; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$21,758.70.

(q) **Susan P. Bell:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$43,290.37.

(r) **Horst A. Bergmann:** (i) is a citizen and/or resident of the State of Colorado; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$5,868,608.14.

(s) **Edward L. Blood:** (i) is a citizen and/or resident of the State of Arizona; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$85,974.55.

(t) **Gregory L. Bowlin:** (i) is a citizen and/or resident of the State of Colorado; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$548.59.

(u) **Robert F. Brandt:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$51,409.08.

(v) **Alan L. Brauer:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$27,545.56.

(w) **Leo Brennan:** (i) is a citizen and/or resident of the State of Georgia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$650,642.48.

(x) **Kenneth H. Brief:** (i) is a citizen and/or resident of the State of Maine; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$79,868.36.

(y) **Robert N. Brisco:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$55,918.19.

(z) **Patricia G. Campbell:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$102,312.38.

(aa) **Dian S. Carpenter:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$703,514.32.

(bb) **John S. Carroll:** (i) is a citizen and/or resident of the State of Kentucky; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,523,628.61.

(cc) **Kathleen M. Casey:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$111,836.75.

(dd) **Rajender K. Chandhok:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$49,874.04.

(ee) **Randolph R. Charles:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$53,190.66.

(ff) **Janet T. Clayton:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$122,035.39.

(gg) **Patrick A. Clifford:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,161,516.02.

(hh) **Andrew W. Clurman:** (i) is a citizen and/or resident of the State of Colorado; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$50,625.17.

(ii) **C. Shelby Coffey, III:** (i) is a citizen and/or resident of the State of Virginia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$239,849.60.

(jj) **Stuart K. Coppens:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$22,713.20.

(kk) **George J. Cotliar:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$239,050.32.

(ll) **William D. Crawford:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$81,779.00.

(mm) **Barbara R. DeYoung:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$140,144.34.

(nn) **John F. Dill:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$109,100.04.

(oo) **Ann E. Dilworth:** (i) is a citizen and/or resident of the State of New Mexico; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$184,998.00.

(pp) **Kathryn M. Downing:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,350,233.65.

(qq) **Beverly Dreher:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$58,882.23.

(rr) **Elizabeth V. Drewry:** (i) is a citizen and/or resident of the State of South Carolina; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$159,351.22.

(ss) **Michael S. Dubester:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$38,404.01.

(tt) **John M. Dyer:** (i) is a citizen and/or resident of the State of Georgia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$592,605.17.

(uu) **Robert F. Erburu:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$8,976,796.34.

(vv) **David A. Esgro:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$32,602.00.

(ww) **Joanne K. Falk:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$133,983.00.

(xx) **Peter J. Fernald:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$174,235.31.

(yy) **James E. Fitzgerald:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$133,437.04.

(zz) **Michael J. Forgione:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$44,838.32.

(aaa) **Donald H. Forst:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$115,977.12.

(bbb) **Douglas Fox:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$154,934.21.

(ccc) **Vance I. Furukawa:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$318,241.94.

(ddd) **Debra A. Gastler:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$105,061.35.

(eee) **Gary P. Goldstein:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$217,241.76.

(fff) **Edward J. Gottsman:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$181,031.90.

(ggg) **Marian Lewis (for the estate of Kenneth Graham):** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$14,288.91.

(hhh) **Robert T. Grant:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$37,899.74.

(iii) **Richard Guerrero:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$569,312.18.

(jjj) **Lee J. Guittar:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$126,217.54.

(kkk) **James F. Guthrie:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$577,807.24.

(III) **Delynn T. Guttry:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$70,638.34.

(mmm) **Kenneth L. Halajian:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$279,880.66.

(nnn) **Charlotte H. Hall:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$532,387.27.

(ooo) **Jean Halle:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$45,477.17.

(ppp) **Michael J. Haugh:** (i) is a citizen and/or resident of the State of New Jersey; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$173,043.24.

(qqq) **Janis Heaphy:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$116,041.17.

(rrr) **James D. Helin:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$34,404.38.

(sss) **Curtis A. Hessler:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,022,521.60.

(ttt) **James H. Higby:** (i) is a citizen and/or resident of the State of Connecticut; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$57,086.86.

(uuu) **Lawrence M. Higby:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$191,250.95.

(vvv) **Raymond Holton:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$86,402.16.

(www) **Karen Laukka Horn:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$329,826.52.

(xxx) **Leslie M. Howard:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$145,496.90.

(yyy) **Mark E. Howe:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$187,208.77.

(zzz) **Joseph M. Hughes:** (i) is a citizen and/or resident of the State of Arizona; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$188,913.12.

(aaaa) **Alberto Ibarguen:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$59,577.00.

(bbbb) **James Imbriaco:** (i) is a citizen and/or resident of the State of New Jersey; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$63,028.95.

(cccc) **Steven L. Isenberg:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$577,618.26.

(dddd) **William R. Isinger:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$298,855.71.

(eeee) **Raymond A. Jansen, Jr.:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$6,439,394.24.

(ffff) **Edward E. Johnson:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,183,611.96.

(gggg) **Robert M. Johnson:** (i) is a citizen and/or resident of the State of Michigan; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$314,859.81.

(hhhh) **Mary E. Junck:** (i) is a citizen and/or resident of the State of Iowa; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$687,471.28.

(iii) **Scott W. Kabak:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$135,856.56.

(jjjj) **Judith S. Kallet:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$86,874.62.

(kkkk) **William F. Keller:** (i) is a citizen and/or resident of the State of Illinois; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$43,819.77.

(llll) **Joan Kellermann (for the estate of Donald S. Kellermann):** (i) is a citizen and/or resident of Washington DC; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$202,942.77.

(mmmm) **Victoria King:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$74,235.11.

(nnnn) **Jason E. Klein:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$113,350.42.

(oooo) **Jeffrey S. Klein:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$214,771.81.

(pppp) **Susan K. Klutnick:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$381,723.02.

(qqqq) **James L. Kopper:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$353,362.22.

(rrrr) **Sally Kuekes:** (i) is a citizen and/or resident of the State of Arizona; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$49,664.99.

(ssss) **Mark H. Kurtich:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$90,448.02.

(ttt) **Kimberly McCleary LaFrance:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$44,006.64.

(uuuu) **Jeffrey W. Lankey:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$8,600.23.

(vvvv) **David A. Laventhal:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$3,598,937.76.

(wwww) **R. Marilyn Lee Schneider:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$63,947.25.

(xxxx) **Martin P. Levin:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$103,195.50.

(yyyy) **Jesse E. Levine:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$49,524.89.

(zzzz) **Nancy Lobdell:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$115,583.28.

(aaaaa) **Robert G. Magnuson:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$230,074.32.

(bbbb) **Anthony J. Marro:** (i) is a citizen and/or resident of the State of Vermont; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$324,038.35.

(cccc) **Donald S Maxwell:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$375,385.65.

(dddd) **Kathleen G. McGuinness:** (i) is a citizen and/or resident of the State of Iowa; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,800,192.32.

(eeee) **John C. McKeon:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$91,979.56.

(fffff) **Jack E. Meadows:** (i) is a citizen and/or resident of the State of Arkansas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$108,100.07.

(ggggg) **Stephen C. Meier:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$232,480.68.

(hhhhh) **Janie Molvar:** (i) is a citizen and/or resident of the State of Oregon; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$843,787.40.

(iiii) **Roger H. Molvar:** (i) is a citizen and/or resident of the State of Washington; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$560,764.12.

(jjjjj) **Durham J. Monsma:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$107,492.11.

(kkkkk) **John T. Nash:** (i) is a citizen and/or resident of the State of Hawaii; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$373,594.11.

(lllll) **Nicholas H. Niles:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$43,691.01.

(mmmmm) **James H. Norris:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$244,398.59.

(nnnn) **James H. Nuckols:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$159,526.04.

(ooooo) **Nancy W. O'Neill:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$473,600.44.

(ppppp) **Robert T. O'Sullivan:** (i) is a citizen and/or resident of the State of New Jersey; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$317,971.62.

(qqqqq) **Francis P. Pandolfi:** (i) is a citizen and/or resident of the State of Connecticut; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$172,194.00.

(rrrrr) **Michael C. Parks:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,963,183.90.

(sssss) **Jeffrey N. Paro:** (i) is a citizen and/or resident of the State of New Jersey; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$57,050.82.

(ttttt) **John F. Patinella:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$150,001.24.

(uuuuu) **Janette O. Payne:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$35,393.07.

(vvvvv) **Carol Perruso:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$93,718.73.

(wwww) **Victor A. Perry:** (i) is a citizen and/or resident of the State of Georgia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$32,377.21.

(xxxxx) **Maureen G. Peterson:** (i) is a citizen and/or resident of the State of Connecticut; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$594,751.05.

(yyyyy) **Martha A. Petty:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$149,885.51.

(zzzzz) **Jack L. Plank:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$316,088.85.

(aaaaaa) **Elizabeth F. Redmond:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$838,434.21.

(bbbbbb) **S. Keating Rhoads:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$98,744.57.

(cccccc) **Michael R. Riley:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$123,950.91.

(dddddd) **Michael G. Rose:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$352,557.60.

(eeeeee) **William J. Rowe:** (i) is a citizen and/or resident of the State of Florida; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$308,021.09.

(ffffff) **Jerome S. Rubin:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$151,876.68.

(gggggg) **Alexander Sann:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,456,012.18.

(hhhhhh) **Geraldine Scally:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$28,433.38.

(iiiiii) **Herbert K. Schnall:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$601,401.39.

(jjjjjj) **Charles I. Schneider:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$300,413.12.

(kkkkkk) **Hilary A. Schneider:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$116,920.23.

(lllll) **Howard S. Schneider:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$111,725.93.

(mmmmmm) **Brian J. Sellstrom:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$59,424.51.

(nnnnnn) **James D. Shaw:** (i) is a citizen and/or resident of the State of Virginia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$188,663.28.

(oooooo) **Dennis A. Shirley:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,374,704.51.

(pppppp) **Gary K. Shorts:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$169,089.46.

(qqqqqq) **Louis Sito:** (i) is a citizen and/or resident of the State of South Carolina; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$100,409.32.

(rrrrrr) **Richard W. Stanton:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right

to bring this action and asserts a claim and damages in the amount of not less than \$58,991.00.

(ssssss) **Judith L. Sweeney:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$37,827.72.

(tttttt) **Stender E. Sweeney:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$92,525.62.

(uuuuuu) **James S. Toedtman:** (i) is a citizen and/or resident of the State of Virginia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$7,503.51.

(vvvvvv) **Sharon S. Tunstall:** (i) is a citizen and/or resident of the State of Michigan; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$8,684.60.

(wwwwww) **Michael S. Udovic:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$6,875.50.

(xxxxxx) **Michael J. Valenti:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,228,403.25.

(yyyyyy) **Karen J. Wada:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$277,091.87.

(zzzzzz) **Claudia A. Wade:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$25,214.57.

(aaaaaaaa) **James W. Wallace:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$319,337.67.

(bbbbbbb) **Michael E. Waller:** (i) is a citizen and/or resident of the State of South Carolina; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,856,802.57.

(ccccccc) **Larry W. Wangberg:** (i) is a citizen and/or resident of the State of Idaho; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$403,201.80.

(ddddddd) **Howard Weinstein:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$346,023.78.

(eeeeeee) **William D. Wiegand:** (i) is a citizen and/or resident of the State of Washington; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$348,721.05.

(fffffff) **Mary A. Wild:** (i) is a citizen and/or resident of the State of Colorado; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$36,816.87.

(ggggggg) **Mark H. Willes:** (i) is a citizen and/or resident of the State of Utah; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$19,534,351.47.

(hhhhhhh) **Phillip L. Williams:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$572,842.71.

(iiiiii) **Hazel E. Wilson:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$26,114.05.

(jjjjjjj) **Julia C. Wilson:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$219,353.70.

(kkkkkkk) **Harold F. Woldt, Jr.:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$35,533.16.

(lllllll) **Leo Wolinsky:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$606,750.39.

(mmmmmmmm) **Donald F. Wright:** (i) is a citizen and/or resident of the State of New Mexico; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$2,713,574.92.

(nnnnnnn) **John W. Young:** (i) is a citizen and/or resident of the State of New York; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$73,452.93.

(oooooooo) **John J. Zakarian:** (i) is a citizen and/or resident of the State of Connecticut; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$295,629.56.

(ppppppp) **Norene Zapanta (trustee for Dr. Edward Zapanta Trust):** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$11,482.47.

Tribune Entity Retiree Creditor Plaintiffs

112. Each of the Tribune Entity Retiree Creditor Plaintiffs identified herein are creditors of one or more Tribune Entities and were creditors of one or more Tribune Entities as of the Step One and Step Two Transfers and the commencement of the Bankruptcy Case:

- (a) **Sharon M. Bowen:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$7,928.66.
- (b) **Janet T. Clayton:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$15,217.72.
- (c) **James Willard Colston:** (i) is a citizen and/or resident of the State of Maine; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$341,112.31.

(d) **Grace E. Crowder:** (i) is a citizen and/or resident of the State of Pennsylvania; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$328,983.31.

(e) **John Darnall:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$12,067.23.

(f) **Kenneth G. Davis:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$85,588.75.

(g) **Mary M. Downes:** (i) is a citizen and/or resident of the State of South Carolina; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$107,609.85.

(h) **Paul H. Egan:** (i) is a citizen and/or resident of the State of Oregon; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$23,494.71.

(i) **Arnold J. Kleiner:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$2,428,807.91.

(j) **John C. McKeon:** (i) is a citizen and/or resident of the State of Texas; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$4,949.00.

(k) **John R. Murphy:** (i) is a citizen and/or resident of the State of Georgia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$1,259,218.77.

(l) **Barbara Sample (for the estate of Jack W. Neely):** (i) is a citizen and/or resident of the State of Virginia; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$8,957.24.

(m) **Carolyn Selzer:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$8,834.93.

(n) **William F. Thomas:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$395,688.06.

(o) **Caroline Thorpe:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$60,000.00.

(p) **Robert E. Trainor:** (i) is a citizen and/or resident of the State of Maryland; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$74,825.54.

(q) **Herbert J. Vida:** (i) is a citizen and/or resident of the State of California; (ii) or the duly authorized representative of the Plaintiff, has the legal right to bring this action and asserts a claim and damages in the amount of not less than \$45,399.65.

THE DEFENDANTS

Entity Stock Transferee Defendants:

113. Upon information and belief, Defendant AllianceBernstein L.P. is a Limited Partnership formed under the laws of the State of Delaware, authorized to do business in the State of New

York, and has designated C T Corporation System, with an address of 111 Eighth Avenue, 13th Floor, New York, New York 10011 as its agent for service of process.

114. Upon information and belief, Defendant AllianceBernstein L.P., received Step One and/or Step Two Transfers from Tribune in the amount of at least \$40,039,896.00 as payment for the common stock interests in Tribune owned by either (i) AllianceBernstein L.P., and/or (ii) other unknown persons or entities for whose benefit AllianceBernstein L.P. held, transferred or exchanged such stock interests.

115. Upon information and belief, **Defendant Alpine Associated LLC** is a Limited Liability Company formed under the laws of the State of New York, and has designated with the New York Department of State its address for service of process as c/o Mark Nathanson, 820 Hempstead Turnpike, Franklin Square, New York 11010.

116. Upon information and belief, Defendant Alpine Associated LLC received Step One and/or Step Two Transfers from Tribune in the amount of at least \$15,300,000.00 as payment for the common stock interests in Tribune owned by either (i) Alpine Associated LLC, and/or (ii) other unknown persons or entities for whose benefit Alpine Associated LLC held, transferred or exchanged such stock interests.

117. Upon information and belief, **Defendant Alpine Associates Access LLC** is a Limited Liability Company formed under the laws of the State of Delaware, is authorized to do business in the State of New York, and has designated with the New York Department of State its address for service of process as c/o CT Corporation, 111 Eighth Avenue, New York, New York 10011.

118. Upon information and belief, Defendant Alpine Associates Access LLC received Step One and/or Step Two Transfers from Tribune in the amount of at least \$15,300,000.00 as payment for the common stock interests in Tribune owned by either (i) Alpine Associates Access LLC, and/or

(ii) other unknown persons or entities for whose benefit Alpine Associates Access LLC held, transferred or exchanged such stock interests.

119. Upon information and belief, **Defendant Amalgamated Bank** is a Corporation formed under the laws of the State of New York, has an address of 275 Seventh Avenue, New York, New York 10001, and has designated with the California Secretary of State its address for service of process as c/o Rodel Hidalgo, 60 South Los Robles Ave, Pasadena, California 91101.

120. Upon information and belief, Defendant Amalgamated Bank received Step One and/or Step Two Transfers from Tribune in the amount of at least \$4,883,182.00 as payment for the common stock interests in Tribune owned by either (i) Amalgamated Bank, and/or (ii) other unknown persons or entities for whose benefit Amalgamated Bank held, transferred or exchanged such stock interests.

121. Upon information and belief, **Defendant Assent LLC** is a Limited Liability Company formed under the laws of the State of Delaware, is authorized to do business in the State of New York, and has designated with the New York Department of State its address for service of process as c/o CT Corporation, 111 Eighth Avenue, New York, New York 10011.

122. Upon information and belief, Defendant Assent LLC received Step One and/or Step Two Transfers from Tribune in the amount of at least \$479,602.00 as payment for the common stock interests in Tribune owned by either (i) Assent LLC, and/or (ii) other unknown persons or entities for whose benefit Assent LLC held, transferred or exchanged such stock interests.

123. Upon information and belief, **Defendant Bank of America, N.A.** is a national banking association chartered under the laws of the United States, with a principal office located at One Bryant Park, 3rd Floor, New York, New York 10036.

124. Upon information and belief, **Defendant LaSalle Bank, N.A.** is a national banking association chartered under the laws of the United States, with offices in New York, New York, and was acquired by Bank of America, N.A. in or around May 2008.

125. Upon information and belief, either one or both of Defendant Bank of America, N.A. and/or Defendant LaSalle Bank, N.A. received Step One and/or Step Two Transfers from Tribune in the amount of at least \$58,393,708.00 as payment for the common stock interests in Tribune owned by either (i) one or both of Bank of America, N.A. or LaSalle Bank, N.A., and/or (ii) other unknown persons or entities for whose benefit one or both of Bank of America, N.A. or LaSalle Bank, N.A. held, transferred or exchanged such stock interests.

126. Upon information and belief, **Defendant Barclays Capital Inc.** is a Corporation formed under the laws of the State of Connecticut, is authorized to do business in the State of New York, and has designated with the New York Department of State its address for service of process as c/o CT Corporation, 111 Eighth Avenue, New York, New York 10011.

127. Upon information and belief, Defendant Barclays Capital Inc. received Step One and/or Step Two Transfers from Tribune in the amount of at least \$767,278.00 as payment for the common stock interests in Tribune owned by either (i) Barclays Capital Inc., and/or (ii) other unknown persons or entities for whose benefit Barclays Capital Inc. held, transferred or exchanged such stock interests.

128. Upon information and belief, Defendant **BlackRock Institutional Trust** is a Corporation which conducts business in the State of New York, with offices located in New York, New York.

129. Upon information and belief, Defendant BlackRock Institutional Trust received Step One and/or Step Two Transfers from Tribune in the amount of at least \$59,109,578.00 as payment for the common stock interests in Tribune owned by either (i) BlackRock Institutional Trust, and/or

(ii) other unknown persons or entities for whose benefit BlackRock Institutional Trust held, transferred or exchanged such stock interests.

130. Upon information and belief, **Defendant BMO Nesbitt Burns Employee Co-Investment Fund I Management (U.S.) Inc.** is a Corporation formed under the laws of the State of Delaware, is authorized to do business in the State of New York, and has designated with the New York Department of State its address for service of process as c/o Michael G. Zeiss, 430 Park Avenue, 15th Floor, New York, New York 10022.

131. Upon information and belief, **Defendant BMO Nesbitt Burns Corp.** is a Corporation formed under the laws of the State of Delaware, is authorized to do business in the State of New York, and has an address for service of process as c/o Michael G. Zeiss, 430 Park Avenue, 15th Floor, New York, New York 10022.

132. Upon information and belief, **Defendant BMO Nesbitt Burns Trading Corp., S.A.** is a Corporation conducting business in the state of New York, with offices located in 3 Times Square, New York, New York 10036.

133. Upon information and belief, one or more of Defendants BMO Nesbitt Burns Corp., BMO Nesbitt Burns Trading Corp., S.A., and BMO Nesbitt Burns Employee Co-Investment Fund I Management (U.S.) Inc. (collectively, the "BMO Nesbitt Entities") received Step One and/or Step Two Transfers from Tribune in the amount of at least \$1,958,298.00 as payment for the common stock interests in Tribune owned by either (i) by one or more of the BMO Nesbitt Entities, and/or (ii) other unknown persons or entities for whose benefit one or more of the BMO Nesbitt Entities held, transferred or exchanged such stock interests.

134. Upon information and belief, **Defendant BNP Paribas Securities Corp.** is a Corporation formed under the laws of the State of Delaware, is authorized to do business in the State of New